

The Noble Guardians

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Summary: There is a legend. A legend of six heroes destined to protect Equestria from danger. But these six are not the Elements of Harmony. They are more. The Steadfast Commander. The True Genius. The Vigilant Eye. The Merciless Wrath. The Fighting Spirit. The Lone Wolf. They are the true Protectors of Equestria. They are the Guardians. They are Noble.

1. Fall to Earth

Ponyville was quiet. This was not uncommon for the town after dark; while some cities like Canterlot or Manehattan were known for their great night lives, Ponyville's rural setting meant that almost everypony was already in bed. Everypony, save for a certain purple unicorn.

Twilight Sparkle was looking through her telescope, observing the heavens, when she heard an impatient sigh behind her. Rolling her eyes, she turned away from the telescope to regard the small purple-and-green baby dragon behind her.

"C'mon Twilight." He said crossly, a piece of parchment in one claw, a quill in the other. "Why do we have to be doing this? It's past midnight, for crying out loud!"

Twilight smiled at the baby dragon's exasperation, stepping away from the telescope to lecture her young assistant. "I've already told you, Spike. Now that we've moved here to Ponyville, my star charts are no longer accurate. We need to redraw them, or else they'll all be wrong!"

Spike sighed again. It had been four days since he and Twilight had moved to Ponyville, three days since Nightmare Moon had attacked, and Twilight, along with her newly acquired friends, (including the lovely Rarity) had defeated her, becoming the Elements of Harmony in the process. Over the course of the next few days, Twilight had been adjusting to her new life in Ponyville, as well as getting to know

her five new friends. Unfortunately for Spike, this hadn't done much to hamper her obsessive attention to detail, and when she had noticed earlier tonight while stargazing that her old charts were just a little bit off, she had immediately dragged Spike out of bed to help her draw some new ones. "Twilight, Canterlot can't be more than a few miles away from here! How different could the star charts be?" Twilight groaned in exasperation, turning back to the telescope.

"That's just it Spike, these few miles could mean our charts will be off by centimeters! Not just millimeters, whole centimeters!" From her position facing the telescope, Twilight was unable to see the dragon smacking his face with a claw.

Unaware of her assistant's chagrin, Twilight gleefully called out; "Alright, so, Achernar is on grid point 13-" She was suddenly cut off as a bright flash winked past the image in her telescope. Gasping in surprise, Twilight quickly whipped the telescope around, trying to find the mysterious flash again. "Spike!" She called, not taking her eye off the skies. "Did you see that? I think it was a shooting star! But Princess Celestia didn't announce any shooting stars for tonight. Although, I suppose now that Luna's back, she would take over the whole shooting star thing, wouldn't she?" She was rambling now, unaware that Spike's attention was now focused entirely on the rapidly expanding ball of light, heading straight toward Ponyville.

"T-T-Twilight!" Spike said, shakily raising a claw to point at the light, which at this point was now larger than the moon hanging in the sky. Unfortunately, Twilight was still focused on looking through her telescope, which was focused entirely in the wrong direction.

"Not now Spike!" Twilight said dismissively. "This shooting star has to be here somewhere, I just-There! Iâ€¦foundâ€¦it." Twilight trailed off into silence as she finally found the object, only to discover its great increase in size. Neither Spike nor Twilight said anything as the ball of light went shooting just above their heads.

As the mysterious light passed directly overhead, Twilight suddenly gasped in pain, clutching her hooves to her head in an attempt to quell the massive headache that suddenly took hold. Despite the pain overwhelming her senses, Twilight's analytical mind was able to identify the source of this agony: Pure, unadulterated magic. The pain was so intense, Twilight could only barely make out the thunderous BOOM as the object landed.

"Twilight? Twilight!" Spike had seen his friend's distress, and immediately rushed to her side. "What's wrong? Are you alright?" Slowly, Twilight got to her hooves, shaking off the last remnants of her headache.

"I'm fine, Spike." She said, slowly lifting her gaze to where she had last seen the object. "Where did that thing go?"

"What, the shooting star?" Said Spike, his tone still tinged with concern. "I think it was headed for the Everfree Forest."

Twilight shook her head, turning toward where the baby dragon had indicated. "I don't think that was a meteor, Spike. I think-"

Twilight suddenly paused as the once dormant town beneath her began to light up, ponies switching on their lights and filing out their doors, curious to see what had roused them from their slumber.

"What was that?" Twilight heard one pony shout.

"Some sort of blast!" Another answered.

"We're under attack!"

"Run for your lives!"

"The Horror, the Horror!"

Seeing how quickly the situation was escalating into one of full-blown panic, Twilight quickly rushed back into her house, shouting over her shoulder, "Spike! I'm going to see if I can help calm everypony down! Stay here and watch the library!"

Seeing the opportunity to finally get some sleep, Spike saluted smartly, and the second Twilight disappeared through the door to the Library, he promptly dove back into his basket and fell asleep.

Consciousness returned to Carter slowly, not in one brief burst of clarity, rather through a gradual fade into existence. His eyes fluttered, and he groaned involuntarily. Years of military training forced him drunkenly to his feet. Unfortunately his balance proved to be off as he found himself crashing back down to all fours. Whipping his head around to shake off the haze over his vision, he slowly looked down to see what the problem was.

Carter's initial reaction was one of surprise. Surprise at the fact that he was on all fours. Surprise at the fact that he was comfortable on all fours. A great deal of surprise at the fact that he had somehow ended up in the middle of a dark, foreboding forest. But the most surprising thing of all was the fact that he was still alive.

You're on your own, Noble. Carter out.

Those were his last words. The last thing he had said before he crashed the Pelican into the Scarab. He had felt the wounds on his body, had seen the blood. He knew he was dying, and so when he had seen the Scarab had cornered Emile and Six, he knew what had to be done.

The last pass over the Scarab had been the longest moment in Carter's life. The purple behemoth thundered beneath him, soft booms emanating from each step. He had steered the Pelican in a wide arc, until he finally faced the beast. It turned to face him, and for a brief moment Carter felt as though he was meeting its gaze. As the Scarab grew larger in the Pelican's windshield, he reflected on how he could easily just pull up now. The Scarab was focused on him now, Emile and Six were safe now that he held its attention. He didn't have to die here.

He pinned the throttle.

And now he was here. How had that happened? He by all rights should

be dead. Hell, he still could be. Carter had never been a spiritual man, but he would be the first to admit he didn't know what lay beyond death. Was this some sort of afterlife? Carter had no idea, and a throbbing pain in his head interrupted any further thought on the matter.

Carter groaned, bringing a hand to his head in an attempt to quell the pain, only to have it bounce off his helmet. Wait, his helmet? He had taken off his helmet in the Pelican. Now he was very confused. What little he knew about the afterlife didn't say it brought clothes with the deceased, let alone a combat helmet he had taken off before dying.

What was more, Carter felt a distinct lack of feeling in his hands. Bringing the appendage in front of him, his jaw dropped. Instead of the five-fingered hand he was used to seeing, in its place was only an armored stub, thick plating on the bottom connected to a diamond-weave mesh around his wrist. He flexed the limb and was shocked to find it respond to his commands. For the next few minutes he simply flexed his arm experimentally, trying to comprehend its transformation.

Eventually he lowered his arm and looked up, examining the area before him. He appeared to be in a dense forest, but what surprised him more was the immediate area around him. He found himself in the center of a large crater, at least thirty yards in diameter, and several yards deep. The entire area was bathed in a rich moonlight, allowing him to make out four other shapes before him.

Each one of the shapes was lying prone in the dirt of the crater, unmoving. The closest one was the smallest, about head shorter than Carter himself at first glance, though it was hard to tell. It was covered head to toe in cyan armor, with a helmet featuring a wide, T-shaped silver visor. Oddly enough, from the center of its forehead, sprouted an unarmored spiraled horn, the same cyan color of its armor. Carter could tell at a glance that the creature was a quadruped, with four equal-length legs beneath its body. From its rear, unprotected by its armor, grew a large, raven black tail. What drew his attention though, was its right foreleg. It was entirely mechanical, with a thin, skeletal frame and a constantly shifting rotor set in the elbow. This, combined with the color and design of the creature's armor, caused a single thought to insert itself in Carter's mind. _That armor— could it really be—_ He banished the thought before it was finished, instead focusing his attention on the next figure.

This figure was larger than the last, about Carter's size, and like the first figure was clad entirely in armor. Its armor was a shade of olive green, and its helmet featured a large brow and a thin, amber visor. Across this figure's back was a web of thick netting stuffed with various bits of grass and other plant matter, and strapped to the figure's left foreleg was a small clip of rifle rounds; to its right, a combat knife. Its tail was a solid blue similar to the stripes across the figure's arms, just beneath its attachments. From its back sprouted two other limbs, folded against its sides, and covered in a black mesh similar to his own bodysuit.

Now noting the marked similarities between the figures, Carter looked to the next with a gradually building sense of dread. The first thing he noticed was its helmet. Its amber visor was large and bulbous, and

would have looked ridiculous if not for the roughly hewn skull carved into its front. Casting his gaze downward, Carter noted the figure's steel gray armor, highlighted by its overly large right shoulder pauldron, colored red with white stripes, and sporting an intimidating kukri knife strapped to its frame. Dangling from the figure's chest were two long bandoliers of what Carter recognized as M139 IGL rounds. From its rear sprouted a blood red tail. Carter was at this point perfectly aware of what he was seeing, yet couldn't help but examine the final figure.

Given one word to describe it, Carter would have said massive. It was nearly one and a half times his size, and covered in a varied hodgepodge of armor. Its rear legs, up to its stomach was colored olive, while its chest was a garish orange, and had what looked like an oxygen tank embedded in its front. From the left side of its neck was a strip of protruding red metal, and on each shoulder was a thick oversized piece of metal, each of them shaped differently. Its helmet was narrow, with a wide amber visor that covered only the top half of its face, and thick armor plating covered its lower jaw. Finally, its tail was striped orange and red.

As Carter observed the four armored figures before him, his augmented mind quickly made the connections. Unless it was something else underneath that armor, these four quadrupeds were all of the other members of Noble Team. Well, almost all of them, as he was still missing-

His thoughts were abruptly interrupted by a low growl coming from behind him. Whipping around, Carter found himself face to face with the oppressive darkness of the forest. Through the pitch black however, Carter was able to make out two glowing yellow eyes. Carter shifted into a combat stance, uncertain on four limbs, but entirely prepared to fight under any condition, and waited for the hidden enemy to strike.

He didn't have to wait long, as not a second later the shadowy figure lunged from the protective darkness of the forest straight towards Carter. Carter tensed, prepared to dodge out of the way of the tackle, but he wasn't prepared for what came next, as the figure was thrown to the side by a gray blur.

Carter followed the collision as the two figures smashed to the ground, rolling in the dirt attempting to gain leverage over another. Within moments, however, the gray figure had managed to pin the other, and Carter was able to examine the both of them for the first time.

The first figure, the one pinned face down beneath the other, was about Carter's size, and shaped remarkably like a wolf. In fact, Carter would have believed it to be a wolf, if not for the fact that it was made entirely out of wood. Its skin was clearly composed of barks and bits of twig, and upon closer inspection its eyes looked remarkably like glowing sap. This didn't seem to hamper the creature any, as it continued to thrash beneath the steel-armored figure above it.

The figure was slightly smaller than the creature it had pinned to the ground, but clearly had no difficulty in holding the beast at bay. Its armor was much more barren than that of the other four, with its only defining feature being its helmet, with a sloped top and a

heavy brow, as well as a T-shaped, sickly yellow visor. Its armor was the same steel gray as the figure with the skulls, minus the red highlights, and its tail was a pitch black. On its back were two objects that after a moment Carter recognized as a flared pair of wings.

No sooner had Carter finished his observation than the figure wrapped its legs around the snarling wolf's head, carefully avoiding its snapping jaws. Then, in one swift motion, jerked its legs roughly, producing an audible crack as it broke the poor beast's neck.

As the body beneath it went limp, the figure slowly got to its feet, panting slightly from exertion. It then looked up, and seemed to notice Carter for the first time. It immediately snapped to attention, its wings clapping to its sides as it raised one leg in a crisp salute, and said in a sharp, and disturbingly familiar voice, "Commander, Sir."

Carter could only stare dumbly for a few seconds before nodding and responding slowly, "Noble Six."

Author's Note: All right, so welcome to The Noble Guardians! I cannot wait to see how this story plays out, but bear in mind it will mostly follow the episodes timeline, with Noble Team acting as additional characters, though in NO WAY fading into the background. I will also be posting original chapters in which Noble Team will be the exclusive focus (usually) and will provide them with their own background storyline of their own. I hope you enjoyed the intro, and expect more in the future!

Also, in case any of you were worried, this story will not be taking any focus away from King of Serpents: Concord's Dawn. I will be working especially hard to make sure that both these stories get the attention they deserve. Anyway, I hope you enjoyed this so far, and I'll see you in the next chapter!

2. Afterlife Or Not

At Twilight rushed out the door to the Library, she saw that the townsfolk were already working themselves into a panic. All around her ponies were rushing about, screaming in horror. Twilight looked around desperately, searching for a way to calm the herd. She was beaten to it, however, by a loud cry of "EVERYPONY CALM DOWN!" coming from the direction of Town Hall.

Twilight turned toward the source of the call, and saw Mayor Mare standing on the Town Hall's balcony, one hoof still raised in a silencing gesture. As a hush fell over the assembled ponies, Mayor Mare slowly lowered her hoof and cleared her throat. "Now, everypony, there is no need to panic! I don't know what the source of that blast was, but I can assure you that it was not the result of an attack on Ponyville! We all simply need to calm down, and see if we can figure out what exactly is going on."

The assembled ponies seemed unconvinced, muttering nervously amongst themselves. Sensing the panic that was quickly rising in the townspies, Twilight focused and, in a burst of magic, teleported herself onto the balcony. Mayor Mare jerked back in surprise, but her shock quickly turned to confusion as she beheld the unicorn before

her. "Twilight Sparkle?" She said. "What are you doing here?"

Twilight responded, "I'm here to make an announcement." She then turned to face the rest of the town and proclaimed, "Attention, everypony. My name is Twilight Sparkle, and I know what the source of the blast was. I was looking through my telescope when I suddenly saw what appeared to be a shooting star. However as it passed overhead I realized that this wasn't the case. When it was directly above me I was suddenly blasted with a concentrated burst of pure magic." This caused the nervous muttering to increase in its intensity, and Mayor Mare quickly raised a hoof to silence them once more. "I am uncertain what exactly this object is, or where it came from, but I was able to see that it landed in the Everfree Forest. I propose that we send a team of ponies, myself among them, to find this object, and if possible, bring it back for study. Now who's with me?"

The silence that met her proclamation was all the answer she needed, and Twilight felt herself deflate slightly. Thankfully though, a pink hoof suddenly shot up from the crowd, waving erratically. "Ooh, ooh, I wanna go!" Pinkie Pie shouted, still keeping her hoof extended. "You said this thing came from space? That is so super duper cool! Maybe it's aliens, then we can meet them! And that means I can throw them an alien WELCOME PARTY!" Everypony around the mare was now edging away slowly, but Twilight smiled at her friend's willingness to help.

Turning back to the crowd of ponies, she continued, "Alright, Pinkie Pie's on board. Anypony else?" She was met with a few more nervous mutterings, until an ivory unicorn stepped forward, her violet mane done up in curlers and a mud mask on her face.

"While a trip into the Everfree Forest was not what I had in mind for tonight, I very well can't let you two go into that dreadful place alone, now can I?" In a flash of light the curlers and mud mask disappeared, leaving Rarity alone in her usual beautified glory. "I shall go as well."

Twilight's smile grew wider at her friends' dedication, and turned to face Mayor Mare. "It's settled then. Pinkie, Rarity, and I will head out and find whatever this object was, and ensure that it holds no threat to Ponyville or Equestria." Mayor nodded in acknowledgement, and addressed the crowd.

"You heard her, everypony. Twilight will lead the team to find this object, and make sure it poses no threat to the rest of us here in Ponyville. Now I must ask you all to calmly return to your homes." The crowd shared another round of nervous chatter, before slowly beginning to disperse. As soon as the last pony save for Rarity and Pinkie Pie had turned to leave, Mayor Mare returned her gaze to Twilight, a stern expression on her face. "Miss Sparkle, I am glad you were here to defuse the situation, but I am unsure about this expedition you have proposed. The Everfree Forest is a dangerous place, and I don't want to see you or your friends hurt. What is more, whatever you find in that forest could be dangerous. I need you to promise me Twilight, that if you think that whatever you find out there will be a danger to Ponyville, you will NOT bring it back here. Do you understand, Twilight? Can you promise me that?"

Twilight nodded grimly. "I understand, Miss Mayor. We will find out

whatever that was that landed here, and we will make sure to protect Ponyville from whatever danger it poses. You have my word." Mayor Mare smiled, and Twilight began to concentrate, teleporting away before reappearing next to Rarity and Pinkie Pie. "Are you ready girls?" Seeing her two friends nod in affirmation, Twilight turned and galloped toward the Everfree Forest, her two friends following close behind.

Carter looked at the armored figure before him, trying to grasp the concept of Six, like himself, being turned into some sort of quadruped. Shaking his head to clear his thoughts, Carter said assertively, "Alright Six, status report. Where are we, and what happened to us?" The Lieutenant shook her head in response.

"Sorry Sir, but I don't know. I woke up only a few minutes before you did. I would say we were on Earth, but from the look of us, along with this thing," She gestured to the corpse of the wooden wolf. "I'm not certain about that anymore."

Carter frowned, pondering the best way to proceed. After a moment of thought, Carter nodded determinedly and said, "Alright, first thing we should do is get the rest of Noble on their feet." _If they can even be called 'feet' anymore._ He thought. "Come help me wake them up." Six gave a firm "Yes Sir." In response, and together the two Spartans stepped towards their unconscious comrades.

Carter started with Kat, not only because she was the one closest to him, but also because he simply had to make sure it was really her. Slowly, hesitantly, Carter reached out with a foreleg and shook her gently. Aside from a muffled grunt, he received no response. He shook her harder, and felt his spirits rise as she began to stir.

Looking up from Kat's softly groaning form, Carter saw Six roughly shaking Jun, and chuckled slightly. Casting his gaze back downward, he looked down just in time to catch a solid jab to his face.

Carter's head snapped back, his shields flaring from the blow, before he felt himself thrown away from Kat, landing on his back with a solid thud. Then, before he could right himself, he felt a large weight press itself against his chest, pinning him to the ground.

"What the hell are you? Where am I? Answer me!" Kat growled, bringing one leg up to press down on Carter's throat, cutting off his air supply. In his peripherals, Carter could see a gray figure stepping towards them.

"Hold, Six." Carter choked out, feebly raising a hoof to stop the Lieutenant. Focusing his attention on Kat, he rasped, "Kat, it's me. It's Carter." Kat jerked back in surprise, immediately removing her leg from Carter's throat.

"Commander? Is that really you?" Hesitantly, she stepped off of Carter, allowing him to clamber to his feet. Once he was standing, Carter looked to Kat and saw her staring at him, stock-still, no doubt gaping behind her helmet. "Carter—| What happened to you?" Suddenly she looked down, examining her four-legged stance. "To all of us?"

Carter attempted to shrug, but found it difficult on four legs. Sighing, he simply said, "That's what we're trying to find out, Kat. Help me get the rest of Noble on their feet, and we'll see if we can figure out what the situation is."

Kat looked uncertain. "But how did we get here? The last thing I remember we were all heading toward the shelter in New Alexandria. We were running for the shelter, then, nothing." Carter's eyes widened at the realization. "Of course. The last thing I remember was my death, and I had seen it coming. Kat didn't. She doesn't know that sheâ€¦" He frowned; pondering how to tell Kat that she had been killed.

"Katâ€¦ I don't know how to say this, but you never made it into the shelter."

Kat took a step back. "What are you talking about? What do you mean I_ didn't make it?"

Carter shot a pleading look toward Six, only to find both her and Jun staring at them, silently observing them with rapt attention. Seeing that they would offer no help in this matter, Carter looked back to the Kat, the Lieutenant Commander staring at him expectantly. "Katâ€¦ you were killed. A Covenant sniper shot you in the head with a needle rifle. You died instantly." He looked away, unable to meet her gaze.

"Wh-What? What do you mean I- How can you say that?!" Kat was dumbfounded, desperately trying to comprehend what Carter had just told her.

Carter shifted uncomfortably, searching for the words to explain to her. "Kat, I'm sorry. There was nothing anyone could do. Weâ€¦ We managed to recover your body; Six managed to bring it into the shelter."

Kat was slow to respond, but eventually said, "I-I can't believe this." Carter laid a foreleg on her shoulder, attempting to comfort her.

"Kat, it's alright. We're here now, so let's find out how and why that is, alright?" Kat nodded resolutely, and the two turned towards the remaining Spartans. Apparently this chat had distracted both Six and Jun from awakening the others. Carter couldn't see their faces through their helmets, but Carter suspected Jun had a knowing grin on his face. Six was most likely wearing her usual blank expression.

Kat suddenly turned to Carter and said, "By the way Carter, why do you have a horn?" Carter stopped dead, subconsciously lifting a foreleg to feel the fluted appendage sprouting from his forehead. Oddly enough, touching it gave him the same sensation one would get from touching a tooth. It had no nerve endings of its own, but it was clearly sensitive. He looked from Kat, who was watching him expectantly, to Jun and Six. Jun was holding back laughter, and Six had her head cocked to the left, a motion that Carter had come to associate with curiosity or confusion, in this case, most likely the former.

"Uh, I don't know, but you do too." As Kat began to tap her own horn

in astonishment, Carter quickly turned to face the rest of Noble. "Six, Three, go wake up Emile and Jorge. We need to get everyone on their feet." The two Spartans nodded, and they each proceeded to wake one of the remaining unconscious Spartans.

Eventually the entirety of Noble Team was awake and on their feet. Emile and Jorge, while understandably confused at the fact that they were alive, reacted somewhat better than Kat. They had, after all, expected their own deaths, Emile slowly bleeding out and Jorge manually activating a makeshift bomb.

Now, the six Spartans were gathered in a rough circle. Carter stepped forward, regarding each Spartan before saying, "Alright Noble. Somehow, we have been transported into some sort of forest, and transformed intoâ€¦ whatever we are now. Furthermore, I don't know about you three," He gestured to Jun, Emile, and Six. "But the rest of us are supposed to be dead."

"Actually," Said Jun, stepping forward as well. "I was killed at Castle Base. Halsey's safe, though." Jorge cocked his head in confusion at this, and Carter made a mental not to explain the entirety of the situation to him later.

"Me too." Said Emile. "I was defending the Autumn on the MAC gun, but some Elite bastards jumped me." He chuckled darkly. "I got them in the end, though." The assembled Spartans all looked expectantly at Six, who only nodded in response.

Carter took a moment to process this development, before continuing, "Okay, so we're all supposed to be dead. I'd say this is the afterlife, but last I checked you didn't get need armor when you get there. Plus, I've never heard of creatures like that," He gestured to the corpse of the wooden wolf. "Appearing in any sort of paradise." The rest of Noble observed the carcass and, minus Six, looked from it to Carter in confusion.

"What is it?" Said Kat, approaching the body and prodding it with a foreleg.

"It looks like a wolf." Remarked Emile. "'Cept it's made of wood."

"A timber-wolf." Said Jun with a laugh.

"I don't care what it is." Said Carter, stomping one leg to silence the others. "All I care about is that it isn't friendly. I don't want to have to fight more of these things, especially in a new body."

"There are more of them out there." All eyes turned to Six, who turned to look out into the blackness of the forest. "If this really is a wolf, it was probably part of a pack." She turned to Carter, and grimly said. "I recommend we leave before they find out what happened to it."

Carter nodded in affirmation. "Six is right. We need to find a way out of this forest, see if we can find some sort of civilization. If there is any on this planet."

"And then what?" Huffed Emile. "For all we know this could be a

Covenant home world, or an Insurrectionist stronghold. Even if we do find someone sentient, I doubt that they'd offer us any-"

"HEEEEEELP!" Emile was cut off as a chorus of voices cried out in terror. Immediately the Spartans whipped toward the source of the noise.

"That was close by." Said Jun.

"And it was in English." Added Jorge.

Carter quickly decided on the next course of action. "Alright, Noble Team. We have a human in danger. New bodies or not, we're still sworn to protect. Let's move." The other Spartans nodded in confirmation, and as one the team sped off into the blackness of the forest, heading toward the source of the scream.

Author's Note: Okay, done with the second chapter! I like how this one turned out, the exposition leading up to the climactic meeting! Expect the next chapter to be up very soon! In fact I'm already working on it! I hope you enjoyed this chapter and I'll see you in the next one!

3. Engaged

Twilight trudged through the forest, her horn bathing the area ahead of them in soft reddish-purple light, guiding them down the path that lead deeper into the foreboding woods. Behind her, the delicate hoofsteps along with the soft Boing Boing of joyful bouncing confirmed that her friends were still following diligently behind. Her ears perked up with interest as a new sound cut through the silence of the forest, but quickly lowered in disappointment as she realized what it was: Rarity was yawning.

"Honestly, Twilight. I have no idea why this couldn't wait until morning. A lady like me needs her beauty sleep." Rarity complained, lifting a hoof to rub the tiredness from her eyes.

"Oh, Rarity!" Answered Pinkie Pie, showing no signs of fatigue herself. "You don't need any beauty sleep! You look plenty beautiful already!"

Blushing, Rarity replied, "While I appreciate the comment, darling, you're kind of missing the point. You see, I-"

"Girls, I hate to interrupt, but can we please focus?" Said the lavender mare. As the two gave her a synchronized "Sorry Twilight." In response, Twilight sighed. "I'm sorry, girls. I'm just a little on edge, what with this meteorite situation and all."

"But Twilight, what's the big deal?" Asked Pinkie Pie, cocking her head to one side in confusion. "I mean, shooting stars land in Equestria all the time, right?"

"Well, yes Pinkie Pie, they do." Said Twilight. "But it was something about this one that definitely worries me."

"Yes I believe you mentioned that back in Ponyville." Added Rarity.

"Something about it having a large amount of magic?"

Twilight nodded. "An extremely large amount. More than any object, magical or not, should have. The only other time I have felt that much concentrated magic in one place was whenâ€¦" She trailed off.

"When what, darling?" Said Rarity, leaning closer to Twilight.

"When we used the Elements of Harmony." She finished, causing both Rarity and Pinkie to gasp slightly. The Elements of Harmony were the most powerful magical objects in all of Equestria. Their power rivaled that of even Celestia herself. This revelation made both mares realize Twilight's concerns. The idea of something more powerful than the Princess suddenly falling out of the sky was definitely worth worrying about.

"What do you think this means, Twilight?" Asked Pinkie, her normally chipper tone tinged with uncertainty.

"I don't know Pinkie, but that's what we're here to find out." Twilight said resolutely, before, lifting her gaze and quickening her pace, heading deeper into the cursed forest.

They continued on in relative silence, 'relative' due to the fact that Pinkie continued to ramble on about the possible things they might find at the crash site. "Aliens. It's gotta be aliens, I mean, who ever heard of a magical rock? I hope it is aliens, cause then I get to throw that alien welcome party I mentioned back in town. Remember that, everypony was acting crazy like 'The Horror, the Horror!' but I knew it was probably just aliens, coming here to meet us! And have cake! Or cupcakes! Or Flan! I like Flan, do you girls? I bet you would its really good, plus it's really fun to say! Flan, Flan, FlanFlanFlanFlan-"

"PINKIE PIE!"

"Yes, Twilight?" Pinkie asked, fluttering her eyelashes innocently.

Twilight sighed again. "Pinkie, would you mind keeping quiet for a little while? I'm just as excited to see this object as you are â€"well, maybe not _that_ excited- but it's still the middle of the night, and we're very tired."

Oh, okay. Gotcha!" With that Pinkie mimed zipping her mouth closed, followed by a series of gestures that Twilight was frankly too tired to decipher. Focusing instead on the path ahead, Twilight was met with the unfortunate discovery that during their conversation, they had wandered off the path, and the three mares had somehow found themselves in the middle of an empty clearing. Looking around desperately for a path, Twilight was rewarded instead with an unfortunate discovery. They were lost.

Twilight groaned in frustration. "Oh, how could this get any worse?" She was answered by the sound of multiple low growls, emanating from all around her. The three terrified mares began wildly searching for the source of the noise, and quickly discovered its source. All around them, slowly making their way into the clearing were no less than a dozen Timberwolves. The three mares slowly turned to stand

back to back, as the Timberwolves began to stalk ever closer, moving in for the kill.

"Twilightâ€¦" Pinkie Pie said, fear permeating her normally bubbly tone.

"Stay close to me, girls." Said Twilight. Then, her horn steadily began to grow brighter and brighter, finally culminating in a bright flash of magic, and the three mares were suddenly enveloped in a magical shield, a bubble of magenta energy separating them from the ravenous Timberwolves. Unfortunately, while the Timberwolves were taken aback by this sudden display of magic, they didn't pause in their advance. Soon they had approached the shield, and were experimentally lunging at it, bouncing off the surface but failing to pierce the mystical bubble.

"Good work, darling." Said Rarity, regarding the attacking Timberwolves with distaste. "That ought to keep those brutes out."

Twilight, still pouring energy into keeping the shield up, responded, "Not for long. I don't know how long this shield will hold. It's going to break eventually, and when it doesâ€¦" The three ponies shuddered at the thought. Outside the sphere, the Timberwolves continued to bite and claw at the bubble, each blow causing Twilight to have to pour more energy into keeping the shield stable.

"What do we do?" Asked Pinkie, the growing fear evident in the slight quaver to her voice.

"Iâ€¦ I don't know." Responded Twilight. They were in over their heads, she realized. They needed help. _Waitâ€¦_ Help! Quickly gathering whatever strength she could muster that wasn't being poured into maintaining the shield, Twilight sucked in a breath and bellowed, "HEEEEEELP!"

The shout, amplified by Twilight's magic, blasted outwards, forcing Rarity and Pinkie Pie to cover their ears, and causing the Timberwolves to cringe in pain, before returning to their attack on the shield with an even greater vigor. Twilight prayed that somepony somewhere had heard her cry. Though knowing how far they were into the forest, she doubted that anypony had heard her.

For a tense, agonizing minute, the ponies waited, desperately hoping that their cry for help would be answered. Meanwhile, Twilight's shield was beginning to falter. The energy required to maintain the shield, along with that of the magical shout and her own previous fatigue, had left Twilight with her legs shaking and her magic flickering as her exhaustion finally took its toll.

"Girlsâ€¦ I can'tâ€¦" Twilight whimpered, tears forming in her eyes.

"No, Twilight!" Rarity exclaimed. "Please, you just have to hold on!"

"I can'tâ€¦" Twilight felt a tear trail down her cheek. "I'm sorry."

With that, the shield flickered, before collapsing completely.

Twilight sobbed, expecting the Timberwolves to begin tearing her apart, but it never came. Instead, she heard a male voice shouting, "NOBLE, ENGAGE!" Before finally succumbing to her exhaustion, and slipping into unconsciousness.

Carter led the charge as Noble Team made their way to the source of the cry for help. He was at first surprised at how comfortable he was running on all fours, but dismissed it. It was different from when he had first received his augmentations. There was no rediscovering his own capabilities, he felt perfectly comfortable in this new body. It unsettled him, but he was thankful that it didn't slow him down. Casting a glance behind him, he found that the rest of Noble seemed to be equally capable at following him.

Refocusing his attention ahead, he became aware of a loud growling and barking issuing from the same direction they were headed. Grunting in exertion, he pressed ahead even faster.

Within a minute the growls had grown to be nearly deafening, and as Carter burst through a copse of trees and into a clearing, he was met with a strange sight.

As the rest of Noble rushed up beside him, Carter heard Jun quip, "Well, looks like we found the rest of the pack."

It was true. Before them were a dozen more of the wooden wolves, snarling and snapping at the object in the center, and it was this that drew Carter's attention. At the center of the clearing, and the target of the wooden wolves, was a glowing, magenta sphere of energy.

"What is that?" Asked Kat.

"It looks like some sort of drop shield." Answered Six.

Carter was quick to analyze the situation, and turned to Noble. "That shield won't hold for long. We need to help whoever's inside." He turned to Jorge, pointing at the SPARTAN-II with a foreleg. "Jorge, you take point. Scatter them, and keep them away from that shield." He turned to the other members of Noble, and continued, "The rest of you, on me, behind Jorge. After he scatters them, we take them out. Understood?" The assembled Spartans nodded in confirmation, and Carter turned back toward the shield, to find it flickering dangerously. Just as the shield gave out, Carter raised a foreleg and shouted, "NOBLE, ENGAGE!"

As one the Spartans rushed forward, Jorge in the lead, towards the mass of wolves. Thankfully, Carter's shout had drawn the attention of the wolves, momentarily distracting them from their now defenseless prey. As Jorge approached the nearest wolf, he reared up on his hind legs. He then gave a roar of fury, bringing them down on an unfortunate wolf. His legs impacted solidly on the creature's back, and with the sound of shattering wood, reduced its spine to splinters.

Pushing past the now limp corpse, Jorge kicked away any wolves surrounding the figures in the center of the circle, before regarding them, his jaw dropping open in shock. Before him lay what could only be described as three Technicolor horses, roughly half his size and regarding him with amazement and fear.

His moment of shock cost him, however, as he felt a weight suddenly pressed itself onto his back. One of the wolves had pounced on him, and was now scrabbling at his back, its razor sharp claws and teeth making quick work of his shields, but unable to so much as scratch the armor beneath. Bellowing furiously, Jorge reared up on his hinds legs before throwing himself backwards, crushing the poor wolf into kindling as he landed. Rolling to his feet, Jorge turned his back to the now dumbstruck pair of horses, and prepared to face the wolves still pressing toward him.

Emile, meanwhile, had immediately attempted to draw his kukri, and after a moment of realization, looked to his foreleg in shock as he saw that he was successful. His kukri was somehow connected to the flat surface of his foot. Inspecting it closely, Emile realized that on the surface of his foot was what appeared to be one of the magnetic clips usually reserved for his holsters. Grinning wickedly, Emile turned to face the mass of wolves. He waded into the fray swinging his kukri in broad, sweeping strokes; lopping the legs off of any wolves he could reach, before ending their misery with a brutal curb stomp.

Jun had reached a similar conclusion with his own combat knife, and was now delivering surgical cuts to the tendons and nerves of the wolves' legs, crippling them and allowing him to finish them off with a clean slice across their necks. The wings on his back, while clumsy at first, soon allowed him to evade any attacks the wolves countered with.

Kat meanwhile was using her artificial leg to full advantage, catching the lunge of one wolf, and allowing it to snap its jaws shut on the solid metal of her prosthetic leg. The unfortunate beast's teeth shattered on the outstretched limb and it fell back, whimpering. Kat then brought her metal foreleg down hard on the wolf's wooden head, reducing it to a pulp with one blow.

Six was a blur, flitting from one wolf to the next, shattering limbs with solid strikes to the joints, before wrapping her hooves around their necks and wrenching them to one side, snapping them with a series of dry cracks. She seemed to be using her wings much more comfortably than Jun, using them to flip around the attacking wolves, opening them up to strikes from behind.

Carter had unfortunately attracted the attention of the largest of the group, no doubt the pack leader. The wolf was larger than himself, and the two circled each other, waiting for the other to strike first. Once again, Carter's patience won out, and the wolf lunged at Carter. The Spartan was prepared, however, and sidestepped the charge. As the Alpha stumbled to the ground, Carter promptly rushed forward and jabbed one foreleg out, landing a solid punch to the creature's jaw. The wolf recoiled from the blow, and quickly countered with a bite to his foreleg. Thankfully, Carter's shields held, and the Alpha's jaws skated off its slick surface. This caused the wolf to overbalance, and come crashing to the ground. Capitalizing on this opening, Carter leapt onto the Alpha's back, wrapping his forelegs around its neck.

The wolf howled in rage and began bucking wildly in an attempt to throw him off, but Carter held strong. He tightened his hold, in the hopes of choking the beast out, but this proved fruitless. The wooden

structure of the wolf's neck offered no give, and Carter's attempts to strangle it only served to anger it more. Desperate now to end the struggle, Carter reached as far around the Alpha's neck as he could, ensuring a solid grip before wrenching sharply to the side. The motion failed to snap the beast's thick neck, but did knock the wolf off of its feet, sending both itself and Carter crashing onto their sides. Carter's grip didn't waver, despite the rough landing, and he immediately recovered. Leaping to his feet while simultaneously maintaining his grip on the Alpha's neck, Carter braced himself on two legs and began pulling with all his might to one side. The Alpha thrashed and jerked, desperately attempting to escape the Spartan's grip, whimpering as Carter bent its neck further and further. Then, with the wolf's head nearly perpendicular to its body, Carter gave one last heave, and with a solid Crunch the wolf went limp.

Panting heavily, Carter slowly got to his feet, and observed the rest of Noble. At first glance, it seemed that the wolves had failed to leave any mark on the Spartans. The soldiers were, like him, breathing heavily, but appeared otherwise unhurt. Looking over to Jorge and the civilians, he was curious at their appearance, but dismissed it in favor of examining them for injury. The Pink and White ones were unharmed, and were staring at the Spartans in open-mouthed shock. As he watched, he saw the White one slowly raise a foreleg to shut the mouth of the Pink one. Beside them, lay another of the figures. This one had a lavender coat, and was slumped over, unconscious.

Worrying for the lavender figure's health, he stepped forward. Immediately, the other two leapt in front of him, blocking his access to the lavender figure. Then, to his amazement, they opened their mouths and began to speak, in clear English no less.

"Stay back, you ruffian!" Said the white one in a cultured, if aggressive, voice.

"Yeah you Big Robot Metal Meanie McMetalpants!" The pink one spoke in a high-pitched, bubbly tone.

Carter gaped at the two figures before him. He wasn't sure which was more surprising, the fact that they were talking, or their appearance in general. The two figures standing defiantly before Carter could only be described as miniature horses, with four legs terminating in round hooves, and from their heads and rears sprouted long collections of hair, manes and tails, if he remembered correctly. The white one's mane was violet, and appeared to be styled with at least ten different types of products. The pink one's mane, however, was vastly different. Her fuchsia mane was poofy, giving it the look of a pile of cotton candy, and was so full of knots and tangles even Carter found himself wishing to give it a good combing. He also noted that on the white horse's head was an ivory horn identical to Kats, minus the color.

Jorge, sensing that the mares were distrustful of Carter, turned toward them and said, "It's alright; we just want to help her. Make sure she's alright." The two mares fearfully looked from Carter to Jorge, and back again, before stepping back and allowing Carter access to the unconscious mare.

Stepping forward, Carter knelt down to examine the mare, and took

in her characteristics. Her coat was soft lavender, and her straight-cut mane was a dark indigo, with a long pink stripe running through the middle, like some sort of highlight. Upon her forehead, poking through her bangs was another fluted horn.

Minding the watchful stares of the two mares behind him, Carter gently laid a foreleg on her neck, but struggled to find a pulse through his armor. Instead, he lowered his head to rest just above her mouth, and was relieved to hear her gentle breathing through his helmet's speakers.

Turning back to the two mares, Carter said, "She seems to be stable, she's just passed out." Both mares gave sighs of relief, and he continued, "We should still get her out of this forest. Is there somewhere we can go?"

The Pink horse immediately perked up, exclaiming, "Ooh, I know! We can go back to Ponyville! I'm sure everypony'll like you robots!" Carter blanched, confused at both the pink mare's words and the exuberant attitude with which she said them. _Ponyville? Is this some sort of joke? And did she call us robots?_

Deciding things would go easier if both parties explained the situation to each other, Carter responded with, "We're not robots, this is just armor."

The pink pony scoffed. "Yeah, right! I can see through that in a jiffy! Just look!" She then, at a speed that left Carter dumbfounded, zipped over to Kat and lifted her prosthetic leg in her hooves. "See? A robot!" She said.

Kat _humphed_ and yanked her leg out of the pink mare's grip. "I am _not_ a robot, that arm is prosthetic. It is a fake to replace the real one." The pink mare gasped in surprise, before apologizing profusely, and zipping back to stand next to the white mare. Kat grumbled darkly, but said nothing in response. Carter mentally noted to talk to her about that after this was over, after he had dealt with Jorge.

Turning back to the waiting mares, he said, "We need to get out of this forest. Is this 'Ponyville' close by?" The two horses looked to the unconscious mare between them, and an uncertain expression crossed their faces. However, they seemed to come to unspoken decision, and gave Carter a nod.

"We can lead you there, but you have to promise us you won't hurt anypony." The white one said firmly. Carter nodded in agreement. "Good, but unfortunately I'm afraid we're a bit lost, so we might-"

"Oh, we're not lost, Rarity!" The pink mare suddenly piped up, smiling. "Ponyville is thataway!" She gestured off into the forest. The white one looked confused for a moment, but didn't question her.

Satisfied that the mares were willing to guide them Ponyville, Carter pointed at the unconscious mare and said, "Jorge, carry her." The Spartan complied, carefully nudging the lavender pony onto his back, and together Noble and the three ponies began marching into the forest, heading toward Ponyville.

Author's Note: Okay, that's another chapter done! And in less than twelve hours, too! I hope you enjoyed the fight scene; I tried to give each member of Noble team his or her own personal style. Expect some more exposition in the next chapter, as Twilight awakens to discover her saviors, and see Noble team's introduction to Ponyville! I hope you enjoyed this chapter, and I'll see you in the next one!

4. Names and Numbers

Mayor Mare sat in her office, poring over a stack of legal documents almost as tall as she was. As she considered whether to approve Filthy Rich's reparations for the 'emotional damage' Nightmare Moon's attack had caused, her office door was suddenly thrown open, a rainbow blur rushing up to her desk, and sending the papers flying. Grunting in frustration, Mayor Mare glared up at the Pegasus floating above her. "What is it, Miss Dash?"

The rainbow mare crossed her hooves, huffing indignantly. "Well, I was just sleeping at home, minding my own business, when all of the sudden some giant BOOM nearly knocks me out of bed! What's the deal?" From behind her, a soft ahem issued from behind her, and Mayor Mare looked past the disgruntled Pegasus and smiled at the two mares standing in the doorway to her office.

"Ah, Applejack, Fluttershy. I assume you two are here for the same reason as Miss Dash?" Applejack gave an embarrassed nod and Fluttershy mumbled an incoherent apology.

Stepping forward, Applejack swept her hat off with a hoof respectfully, before saying, "Ta be honest, we'd like ta know what's happening with this here shootin' star we've been hearin' about."

Mayor Mare's gaze swept across the three ponies, taking in their curious expressions, until she sighed and sat behind her desk. Resting her hooves on the desk, she said, "Very well." She then proceeded to explain the situation, as the mares listened with rapt attention. Once she finished, and before the three could say anything in response, she asked, "What I would like to know is why you three are coming to me now. That meteor landed-" She glanced at the clock mounted on the wall behind them. "-two hours ago. Why wait to come to me to find out about this now?"

Fluttershy was quick to respond meekly, "Oh, I'm sorry, but the crash made such a loud noise that it scared all of my poor animals. It took me until just now to get them all calmed down. It was awful, just awful!" Mayor Mare nodded, and shifted to Applejack.

"Well, shoot." Said the farmpony. "Ah had pretty much the same problem with the cows down at Sweet Apple Acres. Blast shook 'em up so bad, they nearly started a stampede. Ah had t'calm them down 'fore they charged straight into Ponyville."

Mayor Mare nodded again. "Thanks for preventing a disaster, then." She then turned a skeptical eye to Rainbow Dash. "And as for you, Miss Dash?"

Rainbow rubbed the back of her neck with a hoof, grinning embarrassedly. "Well, I may have gone back to sleep after the crash woke me up. Or tried to, anyways. I was too curious though, so I came here. But forget about that-" She planted her hooves on the desk and leaned in, before continuing in a suspicious tone, "-are you telling me that Twilight led Pinkie and Rarity into the Everfree Forest, and you just _let them go!_" She jabbed an accusatory hoof at Mayor Mare.

Applejack grabbed Rainbow's tail in her jaws, yanking the Pegasus back before spitting out her tail and saying, "Settle down, sugar. Ah'm sure Miss Mayor had her reasons." Turning to the Mayor, she continued, "But ah am a little worried. The Everfree Forest is dangerous, why'd ya just let Twilight and the others go?"

Mayor mare sighed. "I understand your concern, but it was the best possible option at the time. The town was in an uproar; we believed we were being attacked! Then Twilight comes along and says the meteor is magical in origin, and offers to go investigate it. Besides, the six of you ventured into the Everfree just three days ago, and Twilight is Celestia's personal student. Surely Twilight, Rarity, and Pinkie Pie can handle themselves within the Forest, right?"

Rainbow, Applejack and Fluttershy exchanged uncertain looks, and Rainbow responded, "Mayor, we barely survived in there with all six of us! Not to mention this 'magical meteor.' Who knows what dangerous thing it could've brought here?"

Mayor Mare shook her head. "I'm afraid that whatever problems you may have had with my decision, there's nothing that can be done about it now. Twilight was the only one to see the object land, so there's way of knowing where she went."

Rainbow Dash huffed angrily. "I don't care, I'm not just gonna leave Twilight and the others in there! I'll find them if I have to search the entire forest!" She turned to Applejack and Fluttershy. "Let's go save our friends!"

Applejack nodded emphatically, pumping a hoof, and Fluttershy whimpered, but made no objection. Together, the three mares rushed back out the door, leaving Mayor Mare alone in her office, her assorted papers still scattered throughout the room. Laying her head in her hooves, Mayor Mare briefly wondered whether or not to run for reelection again.

As Rarity followed Pinkie back down the forest's path, she continued to cast worried glances back at the six armored ponies trailing behind them. Each of them was intimidating on their own, but together they seemed to exude an aura of death. Having seen them tear apart the pack of Timberwolves (literally, in some cases) Rarity was terrified of leaving the figures out of her sight.

She kept an especially close eye on the one that was currently carrying Twilight. He was a massive hulk of a stallion, even taller than Big Macintosh, and even his thick armor did little to hide his unnaturally large muscles. And his armor, a horrid hodgepodge of asymmetrical plating and garish colors, caused a pang of horror with each glance she took of the behemoth.

Since agreeing to lead them back to town, Rarity had been feeling a

growing dread of their eventual reveal to Ponyville. She had seen the townsfolk's reaction to the meteor landing, just how were they going to react to seeing these terrible forms enter town?

Though, she had to admit, without their help they would have been massacred by the Timberwolves, and they had clearly expressed an honest desire to keep them safe. She couldn't help but forgive them of the violent acts they had committed, knowing that they were all for the sake of her and her friends' safety. So, to repay their heroism, the least she could do was help get them to the nearest civilization. I mean, for all she knew they simply wished to contact wherever it is they came from and be on their way. Or destroy all of Equestria. She prayed to Celestia it was the former.

As the group finally returned to the dirt path that would lead them out of the forest, Pinkie drew back from her position at the front of the pack to begin bouncing alongside the one Rarity had identified as the leader of the group. After a few moments of her bouncing alongside him, the blue armored stallion glanced confusedly at Pinkie and asked, "Need something?"

Pinkie Pie beamed in response. "Well what with all the scary 'Timberwolf-vs.-armored-super-ponies' stuff, I forgot to introduce myself!" She moved in front of Carter forcing the Spartan to stop in his tracks, and stuck out a hoof to shake. "My name's Pinkie Pie!"

The stallion cocked his helmeted head as if to say 'seriously?' before slowly extending a hoof to grasp the bobbing mares. "Commander Carter, leader of Noble Team."

Pinkie buzzed in excitement. "Noble Team? Is that the name of you and your friends? That sounds super-duper cool! Why are you guys called that? Are you really noble? Are you all nobles? Or dukes? Or maybe lords?"

Rarity, sensing the quickly increasing discomfort of the Commander, stepped forward and calmly brushed the pink mare aside. "I apologize, darling. Pinkie Pie can be a bit eccentric." Drawing a hoof to her chest and tossing her mane over her shoulder, said grandly, "You may call me Rarity."

Carter looked down at the pearlescent pony before him and cocked an eyebrow beneath his helmet. _What is with these ponies' names?_ He wondered. Shrugging off his confusion, Carter nodded. "Pleasure to meet you ma'am." He could tell from the mare's introduction that she was a dedicated high-society type, and therefore should be spoken to with courtesy, if for no other reason than to avoid an argument.

Smiling genuinely at the Commander's politesse, Rarity continued, "A pleasure, darling. And who, might I ask, are your friends?" The question caused Carter to glance at the rest of Noble Team, who shrugged noncommittally in return.

Turning to face his fellow Spartans, Carter began, "This is Kat and Jun, Nobles Two and Three." He gestured to the teal and olive colored figures, each of them giving friendly nods in return. "Emile and Jorge, Four and Five." The skull faced figure seemed to be entirely ignoring her in favor of observing the blade attached to its

shoulder, which was now drawn and held close to the figure's face. He scrutinized the edge of the blade the same way Rarity would scrutinize a design for a dress, searching for imperfections and only giving a passing glance to her before continuing his inspection. The mismatched goliath, on the other hoof, gave a surprisingly jovial wave in response. Gesturing to the last figure, Carter said, "And this is Noble Six." The steel armored Pegasus said nothing in response, and Rarity felt slightly unnerved by her expressionless gaze.

"Just Noble Six?" Asked Pinkie, cocking her head to the side in confusion. "Doesn't she have a funny name too like you guys?"

__**Our**__ names are funny?_ Carter thought skeptically. "Noble Six is the only name someone besides her knows. Anything else is just black ink." Pinkie surprisingly grinned in response.

"Ooh, her name's Black Ink?" Rushing over to the Lieutenant, she grasped her hoof and began vigorously pumping it in a hoofshake. "Hi Miss Black Ink, I'm Pinkie Pie! Did you know I have a sister whose name is a lot like yours? Her name's Inkamena, but I just call her Inkie!" The mare said all of this in one breath, still rapidly shaking the Spartan's hoof. Amazingly, Six showed no outward reaction, other than a slight tilt of her head to the left.

Eventually, the pink mare released Six's hoof, a wide grin still plastered on her face. Six then said, "My name isn't Black Ink. Just call me Noble Six."

The grin on Pinkie's face faltered for a moment, but quickly reappeared. "Okey Dokey Lokey!" She smiled brightly, stepping back to join Rarity.

Suddenly, a cry of shock caused everypony present to turn toward its source, to find Jorge with a screaming purple Unicorn on his back, until she suddenly disappeared in a bright flash of light.

Twilight Sparkle awoke in a daze, her head pounding and causing her to clutch her forehead with both hooves in an attempt to lessen the pain. As Twilight gradually became more aware, she began to feel an uncomfortable pain in her back. She shifted slightly, but this offered no respite. Groaning softly, she blearily opened her eyes, and found herself looking at what appeared to be an upside-down metal pony. Her eyes suddenly snapped open in shock, taking in the details of the monster before her. It was garbed in teal armor, and the arm closest to her was just a metallic skeleton. Quickly casting her gaze around her, she discovered that there were more of the monsters; six in total, and trapped between them was Rarity and Pinkie Pie!

Truly panicking now, Twilight felt her heartbeat begin to quicken. Then, a sudden, horrible scraping sound caught her attention. Looking toward the source of the noise, her eyes widened in terror at what she saw.

One of the metal ponies, one Twilight had only briefly paid attention to in her panic, now was the only thing in her sights. It was covered in Dark Grey and Red armor, and a collection of strange rounded objects dangled from its barrel. But it was two particular traits

that drew Twilights attention. The first was the largest knife Twilight had ever seen that was clutched in the monster's hoof. It was long and curved, and produced a terrifying _scrrrape_ sound as the monster brought it slowly down the large metal plate on its opposite shoulder. The second was the horrible image of the creature's face.

The monster's face caused Twilight's entire body to seize up in terror. It was a skull; a crude, jagged skull that in Twilight's terrified state, looked like the face of the Pale Pony himself. Then, to Twilight's horror, the face slowly turned, and looked right. At. Her. Immediately her mind jumped into a panicked hyperdrive, and her horn ignited with magic, as a scream of terror ripped from her mouth. Her body instinctively began to pour energy into a spell, one that would act upon the one thought dominating her mind: _Must get away!_

Then, in a burst of magical light, she was gone.

Rainbow Dash led the charge from the air as she, Applejack and Fluttershy made their way towards the Everfree Forest. As the thick copse of trees that was the Forest's entrance drew ever closer, Rainbow twisted around and, still maintaining her speed, turned to face her friends.

"Okay, so here's the plan." She said authoritatively. "We go in there, find the others, and beat the horseapples outta whatever's in between, got it?"

Applejack rolled her eyes, not slowing her pace. "Rainbow, since when did ya'll become the leader here? B'sides Ah don't know if beatin' the hay outta everything we find in there is gonna help us find Twi, Rarity and Pinkie Pie any faster."

Fluttershy was flying quietly alongside Applejack, refusing to rise more than a few feet off the ground. At Rainbow's suggestion, she gave a shocked gasp. "Oh, Rainbow Dash, I'd never be able to hurt any of the poor animals in that Forest! If they were in my way, I'd probably just go around them. Or maybe ask politely for them to move."

Rainbow scoffed, turning back towards the forest. "Don't be such a doormat, Fluttershy, besides, do you want to save the girls or not? They're in the _Everfree Forest!_ It's not like they're just gonna-" She was cut off as a large blast of light appeared in front of them, before dissolving into the image of a familiar lavender Unicorn.

Twilight stood on shaky hooves as she found herself outside the forest. Suddenly, a massive surge of fatigue hit her as the cost of the teleportation, along with her previous exhaustion, made her pitch forward as her legs gave out beneath her. She was saved with a rough landing into the dirt, however, as a pair of yellow hooves wrapped around her protectively.

Eyes widening in shock, Fluttershy drew closer to her friend as the Unicorn fought to stay awake. "Twilight, what happened?" Fluttershy whispered urgently, propping the Unicorn up with her hooves.

The lavender unicorn was unable to form a coherent response, only

able to breathe, "Help! Monsters, I-" before collapsing in Fluttershy's grip, unconscious. Gently, Fluttershy cradled her inert friend in her hooves, tears forming in her eyes.

Quickly rushing over to the pair, Applejack and Rainbow Dash gasped in shock at the sight of their passed out friend. The two mares' expressions contorted into ones of horror. "What happened to her?" Asked Rainbow Dash. "Is she?"

Fluttershy shook her head. "No, she's still breathing. She's just passed out." Both Rainbow and Applejack sighed in relief, and Fluttershy continued. "I need to get her home and get her in bed. You girls should go on without us."

Rainbow's expression darkened. "Right. We're gonna find whatever did this, and we're going to make it pay." She pounded one hoof into the other, growling. Next to her Applejack nodded, her expression stern.

"Yer right, Rainbow. Whatever it was that coulda done this hasta be stopped. B'fore it hurts anypony else." Applejack affirmed, and together the two continued their sprint toward the Forest.

"What the Hell just happened?" Carter commanded, looking from Jorge to the two mares, staring at Jorge with worried expressions. At his order, they turned their gazes to Carter, and grimaced nervously in response.

"She must have woken up, and gotten a bit of a shock at seeing you all." Rarity suggested.

Carter huffed. "Yes, I can guess that much. What I want to know is what that flash of light was, and where she went." He scowled at the two ponies. "Now. What. Happened?"

Pinkie Pie was the first to respond. "Well, Mister Carter, Twilight teleported!"

Carter raised a brow. "Teleported." He deadpanned.

"Yup, teleported! Y'know, magic!" Pinkie grinned, unable to see Carter's baffled expression. _Magic? She must be joking._ Casting a glance at the transformed members of Noble Team, he thought, _Then again, it wouldn't be the strangest explanation. I mean, what else could do __**this**__?_

"So, you ponies can use magic." To his surprise, Pinkie shook her head in response.

"Silly, I can't use magic, I'm just an Earth Pony! Twilight's a Unicorn, like Rarity! Or you! Or Miss Kitty!" Kat began an indignant response, but was cut off by Jorge.

"I hate to interrupt, but where did Twilight go?" This question drew everyone's attention, and Rarity gasped.

Rushing up to Carter, she pleaded, "Commander, Twilight was suffering from magical exhaustion already! Teleporting like that would completely drain her of whatever energy she had left! The poor dear must be passed out somewhere! We must find her before something else

does!" Carter looked at the Unicorn's desperate expression, and nodded.

"Alright, you heard her Noble Team, we have a new objective. We have to find this Unicorn." _Honestly not an order I ever expected to give._ He thought dryly.

Kat was uncertain, however. "Commander, how are we supposed to know where this Twilight is? She could have transported herself anywhere."

Rarity was the one to respond. "Well, Twilight was probably panicking. Magic mostly follows instinct when one doesn't focus clearly, so she's probably taken herself out of the Forest, away from danger."

Carter nodded in response. "Alright Noble, let's get out of this forest. Move out!" Then, with Rarity and Pinkie Pie in the lead, and Noble Team following close behind, the group galloped down the path heading out of the forest.

Together, Rainbow and Applejack were quick to reach the Everfree Forest. They were greeted by a pleasant surprise, as they saw Rarity and Pinkie Pie leaving the Forest. The pleasant surprise quickly turned to horror as following them out of the Forest was six monstrous forms.

Reacting quickly, Rainbow shot upwards, gaining altitude before launching herself downwards at the closest figure, Applejack following close behind her on the ground. Together, the two rushed past the shocked Rarity and Pinkie Pie, ignoring their desperate cries for them to halt, and struck their targets with all their might.

Carter was relieved to see the exit to the Forest finally appear, but just as he crossed the edge of the trees lining the Forest's edge, he heard a loud cry of "Stay away from my friends!" and he was suddenly struck by a heavy impact. The force of the blow was enough to shatter his shields, and cause him to stumble back slightly. Jerking his head toward the source of the blow, he saw that it had come from what appeared to be a sky blue Pegasus with a rainbow-colored mane, and who was now shaking her forehooves and cursing loudly.

"Celestia damn it! What is that thing made of?" Waving her hooves in an attempt to quell the pain the blow had caused, she looked towards the figure to see how much damage she had managed to do. Upon seeing her target, her jaw dropped. A blow that normally would have been enough to dent metal had left this creature completely unharmed. The only difference her strike seemed to have caused was the small jolts of orange electricity that now ran along its frame in short bursts.

Applejack had made a similar discovery when she had galloped up to the largest figure and delivered a solid buck that would have toppled most trees in Sweet Apple Acres didn't even budge the beast, only causing a small burst of light to issue from its form and sending jolts of pain up Applejack's legs.

Jorge was, for his part, impressed. The orange, blonde-maned pony that had just bucked him had completely drained his shields. For

anything less than an Eight-foot-tall Elite, that was truly an impressive feat. Hoping not to agitate the orange mare any further, he calmly said, "Please calm down, there's no need for that."

Applejack grimaced at the giant in response, placing herself between the monsters and her friends, Rainbow doing the same next to her. "Ya just stay back, varmints! Stay back, or ah'll buck ya into next week!" She pawed at the ground with a forehoof, snorting angrily.

The figure that Rainbow had struck stepped forward, a small shell of light encompassing it, accompanied by a soft bzzmmmm noise. "Look, just calm down, we're not going to hurt anyone."

Rainbow jabbed a hoof at the figure, proclaiming, "Hay yeah, you're not gonna hurt anypony! Cause if you even try we're gonna wipe the floor with you!"

Behind the two irate mares, Rarity spoke up. "Rainbow, Applejack, this is entirely unnecessary! These ponies were helping us!"

Rainbow and Applejack cast incredulous looks to Rarity and Pinkie Pie. "Oh really?" Said Rainbow Dash, sarcasm heavy in her tone. "And what about those 'monsters' that Twilight was mumbling about? Or are there some other giant metal ponies I should know about?"

Pinkie Pie was quick to answer, "I don't know about those other monsters, Dashie, but Noble here saved us from a pack of meanie-pants Timberwolves! But Twilight didn't see it, cause she was sleeping, but then she woke up, and then she screamed, and then she teleported away!" She said all of this in one breath, leaving most of her words nearly incomprehensible.

Confused at Pinkie Pie's rapid-fire ramblings, Applejack said, "So what are you tryin' ta tell us?"

Rarity answered, "That this was all a big misunderstanding, darlings, and that Noble Team here has no intention of harming us!" Applejack and Rainbow Dash considered this revelation, looking at the group of Spartans who remained silent. After a pregnant pause, Applejack said, "Alright, Rarity. Ah believe ya."

Rainbow Dash grunted in exasperation. "Applejack, are you crazy? Just look at 'em!" She pointed an accusatory hoof at Emile, who rolled his eyes in response.

Applejack fixed Rainbow with a firm stare. "Ah am lookin' Rainbow, and Ah'm seein' that they've done nothin' to hurt any of us. Plus, they saved Rarity, Pinkie Pie and Twilight."

Rainbow spluttered for a second, searching for a convincing argument. Finding none, she crossed her hooves and grumbled, "Fine." Zipping over to Carter, she prodded his chest with a hoof. "Just know that I'm watching you, buddy."

Carter nodded. "As well you should." Turning to the others, he continued, "We should head into town, I'm sure you two want to check on your friend." The mares gave their agreement, and the assembled Spartans and ponies continued their journey towards Ponyville, now

joined by Rainbow and Applejack.

As the group made their way towards Ponyville, Rainbow and Applejack questioned Rarity on the events that occurred in the Forest, occasionally directing a question to a member of Noble Team. Like Rarity, the two were a bit disturbed by the brutality with which Noble Team dealt with the Timberwolves, but were willing to overlook it in favor of being grateful that their friends were saved. In return, they gave their own version of the events following the meteor crash, describing their meeting with the Mayor, to finding Twilight, up to when they had encountered Rarity, Pinkie, and Noble Team.

As the town drew closer in their sights, Carter held up a hoof, and the group stopped. "Before we go into town, we need a plan."

Rarity nodded in agreement. "You're right, darling. We can't just go strolling into town; that would cause a panic. Furthermore, I wish to make sure that Twilight is okay."

Applejack rubbed her chin with a hoof in thought. "When we left town, nopony was wandrin' the streets. I guess the meteor hittin' wasn't enough to keep ponies from sleepin'."

"Still, we should be careful." Carter warned. "We'll make our way to the library, and you can check on your friend. Then you can take us to meet this Mayor." The ponies agreed, and the group ventured into Ponyville proper.

The streets were empty, and the group quickly made their way to the library, without a single pony spotting them. Jun gave a relieved laugh. "Well, that wasn't so ba-" He was interrupted as an enormous burst of light ruptured the air above them.

Looking toward the source of the noise, the assembled ponies saw a ball of light as bright as the sun, which gave way to reveal a glowing white Alicorn in its place. The Alicorn immediately caught sight of the ponies, and its eyes filled with anger. Then, before they could say any words in the Spartans' defense, the Alicorn's horn glowed, and Rarity, Pinkie Pie, Rainbow Dash, and Applejack vanished in a flash of golden light.

The Alicorn then turned its gaze to Noble team, its eyes literally burning with rage. "YOU MONSTERS WILL NOT HURT MY SUBJECTS!" It roared, its horn and eyes igniting in fiery blazing light.

As the enraged Alicorn bore down on Noble Team, Emile summarized the Spartans' combined thoughts: "Well, shit."

Author's Note: AAAAHHHH! Cliffhanger! I'm so, so sorry! But honestly, this chapter was mostly exposition, and having the action sequence in here would have butchered it in my opinion. It's called juxtaposition, folks! I just had to break them up, please forgive me! So how is this going to end? Why is Princess Celstia there? Will Noble survive? Find out, in the next chapter of The Noble Guardians!

Spike was rudely awoken by a series of knocks against the Library's door. Grumbling harshly about his dreams being interrupted, he stomped down the stairs and threw open the door. "Look, do you know how late it-" His mouth dropped open in shock at the sight before him.

Fluttershy, panting in exertion, was carrying a limp Twilight in her hooves, and after Spike had opened she had immediately brushed past the dragon, leaving him staring open-mouthed after her.

Then, Spike's senses returned to him, and he rushed after the Pegasus, up the stairs, to find her tucking the unconscious Unicorn into bed. Worrying for his friend's safety, Spike rushed to her bedside. Looking up at Fluttershy, he said, in a panicked tone, "Fluttershy? What's going on? What's wrong with Twilight? Is she okay?" The yellow Pegasus fluttered over to Spike and laid her forehooves on his shoulders.

Smiling uncertainly, Fluttershy said, "Twilight is alright Spike, she's just passed out." The dragon was unconvinced, and looked to the lavender mare, concern framing his features.

"What happened to her?" He asked. The Pegasus then proceeded to explain the situation to Spike, starting from Twilight's expedition into the Everfree, to her, Rainbow, and Applejack going to help them, and finally to finding Twilight outside the Forest, and her message to the three of them. At this point, Spike was shaking like a leaf, muttering, "M-M-Monsters? Monsters did this?"

Fluttershy nodded. "That's what Twilight said. Oh my goodness, and now Rainbow and Applejack are going after them. They have Rarity and Pinkie Pie too! Oh, what are we going to do?"

The baby dragon thought for a moment, then suddenly brightened. "I know! Princess Celestia!"

Fluttershy cocked her head in confusion. "Princess Celestia?"

Spike grinned. "Yeah! If anypony can handle these monsters and save the others, it would be her!" Spike quickly snatched a nearby scroll and quill and rapidly wrote down a short letter. Then, sucking in a breath, he blew a short gout of flame that engulfed the page and sent its ashes sailing off in the direction of Canterlot. As the message was floating away, the small dragon and Pegasus watched its progress, hopefully awaiting its response.

Celestia sighed, staring out at the lands sprawling out beneath the balcony upon which she stood. She honestly didn't even know why she was up here. She had been sleeping soundly, having handed over the night to Luna hours ago, when she was suddenly awoken by an intense burst of pain. After falling out of her bed in a very un-Princess like fashion, she had quickly identified the source of the pain. Somewhere, an enormous surge of magic had appeared. She had leaped from the floor, heading out onto her balcony in search of the source, but by the time she reached it the surge had passed, and there was no sign of anything that may have caused it.

Nervously, Celestia had sat back on her haunches and began to cast her magic outward, sensing for anything that may have caused such an anomaly. She continued to expand her senses, reaching out toward

Ponyville, and finally ceasing at the edge of the Everfree Forest. She then began a silent vigil, waiting for a sign.

Hours later, and she was still waiting. There was no sign of anything, and by now Celestia was considering she might have imagined the initial surge of magic. The pain could have simply been the part of some nightmare, it wouldn't have been the first she'd had during her reign. Thoughts of Discord and Nightmare Moon surfaced in her mind, and she quickly quelled them. Both of those threats to her ponies were gone now, Luna was back and Discord was safely situated in the Royal Gardens.

Still, she worried. The magic she had felt had been powerful, powerful enough that whatever its source, it could pose a very serious threat to all of Equestria if it so desired. So, nightmare or not, Celestia would find out what it was, and if it posed a threat to her subjects, dispose of it.

Concentrating, she prepared to send out her magic again, when suddenly she caught sight of a rapidly approaching familiar vapor. Celestia perked up in surprise as the cloud coalesced into a rolled up scroll, which Celestia instinctively caught and unfurled in her magic.

Before she even began to read it, she noticed something was off just by the quality of the script. All of Spike's usual neat, orderly style formed from years of practice was missing, instead replaced with a scribbled, untidy scrawl. With a growing sense of dread, Celestia began to read.

_Princess Celestia, _

_This is Spike. We're in trouble! Something landed in the Everfree Forest, and Twilight went in with her friends to find it. Now, she's unconscious, and Rarity and Pinkie are missing! Rainbow Dash and Applejack went to save them, but before Twilight passed out, she said something about Monsters! They must have taken the girls! Please HELP US! _

_ -Spike _

As Celestia finished reading the message her eyes widened in shock, and she quickly discarded it. Then, summoning her strength, she prepared a teleportation spell. As her horn began to glow brighter and brighter, one thought was making its way through her mind.

_I'm coming, Twilight. _

Spike was pacing nervously, back and forth across the library. He nervously cast a glance to Twilight's bedroom door. Inside, Fluttershy was examining Twilight, ensuring that the Unicorn was stable. He resumed his pacing, until finally Fluttershy emerged through the door, closing it gently behind her.

Spike rushed to the yellow Pegasus, wringing his hands with worry. "Well?" He asked. "Is Twilight gonna be okay?"

The Pegasus gave Spike a gentle smile. "She'll be fine, Spike. I looked her over, and she seems fine." A touch of nervousness entered her expression. "I honestly don't know what happened to her. She just

seems to be exhausted, I've never seen anything like it before."

Spike frowned. "Me neither. Do you think the monsters did something to her?" The Pegasus shook her head.

"I don't know. But she should be fine; she just needs her rest. I'm sure once the Princess gets here, she'll know what to do."

As if in response to her statement, the Library suddenly filled with golden light. The light dissipated to reveal Princess Celestia herself, standing proudly. The Alicorn turned to Fluttershy and Spike, who immediately bowed in respect.

Smiling gently, she nodded and said, "Rise, My Little Ponies." The pair complied, and her expression grew serious. "I received your message, Spike. Please, where is Twilight?" Spike pointed to the bedroom, and Celestia took a step towards it, but was stopped by Fluttershy, who quailed under Celestia's confused look.

"Umm, I'm terribly sorry, but Twilight is resting right now, and from the looks of it, she really needs it. We should really just let her sleep. Umm, if you don't mind, that is." Fluttershy seemed to retreat like a tortoise into its shell, hiding behind her hair and ending her sentence with a whimper. Celestia smiled warmly and laid a hoof on the mare's shoulder.

"I understand, Fluttershy." Celestia said kindly. "And you're right, Twilight should rest for now." She straightened up, and turned to Spike. "Instead I should be focusing on saving my subjects from these monsters." Spike nodded, and proceeded to explain the situation to the Princess in detail, and when he was done, Celestia was fuming. "These monsters have come into my kingdom, hurt my student, and kidnapped my subjects! They must be stopped!" Facing the pair, she continued, "I must find these monsters and ensure they cannot endanger anypony else. I just wish I knew where to find them."

"Hey! Look! It's Rarity, she's alright!" Spike exclaimed, pointing out one of the nearby windows. As Celestia and Fluttershy rushed to the window, Spike blushed and added, "Oh, and the others too I guess."

It was true; coming up the street was a group of ponies, among them the remaining Elements of Harmony. But as they drew closer, Celestia saw that the other ponies were something else. Hulking metal monstrosities that Celestia immediately identified as the 'Monsters' her subjects had mentioned. Red beginning to overtake her vision, Celestia turned to Fluttershy and Spike and growled, "Stay here, and keep yourselves inside. I will handle this. Her horn glowed with magic, and she disappeared. As she vanished, a golden sheen splayed over the door and windows of the Library.

Reappearing just outside and above the figures, she looked down on the group. As she saw her ponies surrounded by the creatures, she scowled, and before the monsters could move to stop her, teleported the remaining Elements into the Library.

With the girls safely out of the way, Celestia directed the harshest glare she could muster, and in a volume she hadn't reached since using the Royal Canterlot Voice, roared, "YOU MONSTERS WILL NOT HURT

MY SUBJECTS!"

The figures stood silently for a moment, until one of them stated, "Well shit."

Carter looked from the Alicorn to Emile, frowning. "Stow it, Emile." Looking up at the Princess, he began, "Listen, we--"

"SILENCE, BEASTS! YOU HAVE THREATENED MY LITTLE PONIES, AND YOU HAVE HURT MY STUDENT! NOW YOU WILL FEEL MY WRATH!" Celestia boomed before her horn pulsed with light again, this time extending past her horn and shooting straight at Noble Team.

Reacting quickly, Carter shouted, "_Noble, Scatter!_" and he as well as the rest of Noble Team immediately dived out of the way of the magic missile, which exploded upon the cobblestones of the street, scorching them black and smoking.

Celestia was shocked at the speed with which the monsters dodged her attack, but quickly recovered and summoned even more blasts of magic, sending them at each of the Spartans and forcing them to dodge one after another, or else be struck down by her arcane rockets. From her position floating above them, Noble could do little to strike back.

Dodging yet another shot that burned the bush behind him to ashes, Carter activated the COM link, and quickly began to deliver orders. "She's not going to reason with us like this, and we're in the middle of a town. We need to force her down, or somebody might get injured, namely us. Here's the plan: Kat, Emile, you're with me. We're going to draw her fire. Jun, your job is to get her out of the air, and keep her grounded. We need to be able to hit her back. Jorge, once he's done that get on her and press her back. Don't let her get on the offensive. Six, wait for your opportunity, and end this. Understood?" Five simultaneous 'Yes, Sir's answered this order, and Noble Team leapt into action.

Emile was the first to act, dodging one of the Princess' blasts and shooting the Princess a grin. "Is that all you got, bitch?" He challenged. "Come on, gimme your best shot! I'm ready!" The Princess screamed in fury in response, forming multiple balls of solar energy before releasing them all towards Emile in one burst. Emile's eyes widened and moved to dodge the blasts, and succeeded with the first volley, but no sooner had he done so then Celestia launched another one, and three of the orbs impacted solidly against the Spartan.

The first blast caused Emile's shields to flare dangerously, the second shattered them completely, and the third sent Emile flying backwards. He soared through the air, until he finally crashed into a stall set up in the market, shattering it to pieces. Flying over, Celestia regarded the downed Spartan before looking to two stalls still intact next to the one upon which Emile had landed. Seizing them in her magic, she lifted them up before slamming them down harshly on Emile's form, burying him beneath the rubble.

As Kat watched Emile get sent flying back, she tried to think of a way to assist. Celestia was flying just high enough that the only ones capable of reaching her were Jun and Six. She had observed the magic the Alicorn was attacking them with, and she remembered what Pinkie had said earlier. Unicorns could use magic. She was a Unicorn

now, so hopefully she could do the same. She focused, attempting to draw from her own magic. To her surprise, her horn ignited in cyan light. She attempted to summon magical blasts of her own, but found it impossible. Grinding her teeth in frustration, she canceled her magic, and the glow faded. How was she supposed to do this?

Then, as the Alicorn began to lift the stalls to bring them down on Emile, Kat observed with rapt attention. The Princess seemed to focus on the stalls, and they were surrounded by an aura of her magic. If the magical blasts were beyond her, was telekinesis? She looked around, until settling her gaze on a cobblestone blasted into fragments from one of the Alicorn's stray blasts. Focusing on it, her horn ignited, and to her delight, an aura identical to the one around her horn surrounded a piece of the rubble. She looked back toward the Princess and grinned in anticipation.

Celestia looked down at the pile of debris, and turned to deal with the remaining invaders. Suddenly, she was struck across the face by a jagged piece of stone, causing her head to snap back, and carving a deep gash into her cheek. Howling in pain and anger, she looked toward the source of the stone; she saw that one of the figures was just in front of her, her horn aglow with magic and a collection of stones surrounding her. Sending another of stones towards the Princess, Celestia batted it away with a sweep of her horn, and glared at the figure opposing her. "Do you think rocks will be enough to challenge me?" She challenged.

The unicorn's only response was to hurl several more of the stones at her at once, and Celestia fired a beam of magic to intercept the attack. The beam successfully launched the stones away from Celestia, and the beam continued to make its way toward Kat, forcing the Spartan to dodge out of the way. Not giving Kat a moment to recover, Celestia immediately wrapped her in her own magic, lifting her off the ground.

Kat's eyes widened in horror as she found herself lifted off the ground. Flailing her legs desperately, she attempted to thrash free of the golden field. Suddenly, she was thrown heavily to the side, smashing into a nearby house and leaving a large crack in the wall. Groaning in pain, Kat again attempted to break free from the magical grip, and was rewarded with another brutal toss, crashing into a building opposite the one she had just impacted. The second impact actually sent her through the wall. As pieces of rubble rained down on her broken form, Kat feebly attempted to rise to her hooves. Before she could, however, she was once again lifted into the air. She felt herself being lifted out of the building through the hole she had created, and was brought before the Princess. The Princess then lowered her horn to face Kat and released another blast.

This blast caught Kat directly in the chest and sent the Spartan backwards with the force of a rocket. She was stopped mid-flight by a collision with one of the street's lampposts. She smashed into the metal pole with a resounding clang, before collapsing beneath it, unconscious. The dented lamppost gave one loud groan, before toppling over with a shriek of metal. The lamppost landed harshly on Kat, pinning her limp form to the ground.

Celestia regarded the trapped Spartan for a moment, smiling in victory, when from behind her she heard a rough voice bellow, "Get away from her, you kurva!" Whipping around, Celestia was faced with

another of the monsters, this one a titanic stallion whose size nearly rivaled her own. "Pick on someone your own size!"

Snarling fiercely, Celestia sent a bolt of magic at Jorge, who dove to the side. Then, before the Spartan could recover, Celestia fired another bolt, stronger this time. It smashed into the Spartan, who staggered back from the blow, but managed to remain on his hooves. Not giving Jorge a moment to gain his footing, Celestia fired bolt after bolt at the Spartan. Thrown off balance, Jorge was unable to dodge the attack, and one by one the bolts slammed into him, quickly demolishing his shields and forcing him to his knees, his armor scorched and blackened wherever the bolts had struck. Seeing her target was vulnerable, Celestia smirked, and gathered all of her strength, her horn erupting into a bright golden glow.

Jorge was unable to move, fighting to simply stay upright, he could only watch as the Princess charged up for a massive attack. Celestia scowled at the behemoth before her, and roared, "NOW MORTAL, FEEL THE POWER OF THE SUN!" With that she leveled her horn at Jorge and released the spell. Immediately a massive beam of magic, larger in diameter than Celestia was tall, erupted from her horn and plowed into Jorge's kneeling form. In a moment the Spartan was engulfed in intensely bright monolith of light, disappearing beneath the blinding pillar of energy.

Watching their comrade vanish beneath the onslaught of energy, Carter and Jun each gave a distressed cry of "Jorge!" Carter rushed forward, desperately hoping that somehow Jorge had survived. The beam continued for several seconds, and for each moment that passed, Carter felt his hopes drop. Finally, the Princess was unable to maintain the beam, and it dissipated. Grinning darkly, Celestia looked up to admire her work, and gasped.

There, in the center of a darkened crater knelt Jorge. His entire body was encased in a solid screen of crackling blue energy, and as she looked on in awe, the energy shattered with a series of loud _cracks_. Jorge slowly rose to his hooves, and inspected the ring of destruction that encircled him. He chuckled. "Right, good to know that still works." He said hoarsely, before keeling over, landing heavily on his side with a thud.

Celestia could only stare in shock as the blue armored figure leapt to the massive one's side. _How?_ She thought. _How could he have survived that? I struck him with the directly channeled energies of the sun! That's impossible!_ Her thoughts were broken when a new force suddenly slammed into her back, driving her downward and slamming her into the ground. She attempted to push herself to her hooves, when a colossal weight suddenly pressed itself down upon her back.

Jun pressed down with all his might, pinning the Princess to the ground and causing her to gasp in pain. Instinctively, her wings began to flap desperately in an attempt to lift off, buffeting Jun. Remembering Carter's orders, an idea entered Jun's mind, causing him to sneer at the immobilized Alicorn. As one wing rose up towards him, Jun released his hold on Celestia's back before wrapping his hooves around the feathery appendage. Then, he leapt off the Princess, still holding her wing in his forehooves, and planted one rear hoof firmly in the dirt, the other against Celestia's side.

Grinning fiendishly at the Princess' terrified expression, he hissed, "You want us to feel the 'Power of the Sun' huh? Well feel this!" He then gave an almighty jerk, and with a giant POP yanked the Princess' wing out of its socket. Celestia screamed in agony, tears springing to her eyes as she fought not to black out from the pain. Her horn immediately ignited, and before Jun could react, Celestia released a large pulse of energy, sending a wave of force directly into Jun, whose eyes widened as the wave made impact.

Inside the Library, the ponies and Spike were watching the fight with rapt attention. When Celestia had teleported the girls away from Noble, they had arrived inside the Library. Instinctively they had attempted to rush through the door, desperate to prevent a battle from breaking out. Unfortunately, they quickly discovered that Celestia had placed some sort of shield over the door to the Library. Rainbow quickly discovered the same held true for the windows and balcony door as well. Now, they could only watch as the Princess battled Noble Team, with all of them save for Fluttershy and Spike, unsure who to be worried for.

"We gotta get out there and help!" Rainbow Dash declared, frowning.

Spike stared at the battle for a moment, before raising an eyebrow at Rainbow. "It looks like the Princess can handle herself, Rainbow. I mean, how much can we help?"

Rainbow huffed at the dragon. "Not Celestia, Spike, Noble Team! She's gonna kill them at this rate!"

Spike looked dumbfounded. "Who's Noble Team? You mean those monsters? Celestia just saved you from those guys!"

Rarity laid a hoof on Spike's shoulder. "We can explain later, darling. But for now, Rainbow is right. We simply must find a way to help end this brutality!"

Applejack shook her head. "But just how'n the hay are we supposed to do that? All the doors n' windows're blocked, we're trapped in here like pigs in a pen!"

Suddenly, a titanic CRASH was heard, followed by the sound of splintering wood, as Jun went sailing through the wall, before slamming into a bookcase, burying him under a pile of tomes.

As one the girls looked from Jun's unconscious form to the Spartan-sized gap in the wall. Applejack whistled. "Well shoot, that'll do it. C'mon, girls!" With that she leapt through the hole. Rarity and Pinkie Pie followed, but Rainbow hesitated before zipping after them.

Looking back at the confused Fluttershy and Spike behind her, Rainbow said, "I promise I'll explain everything later, okay?" She pointed a hoof at Jun. "Just make sure that he's okay, we'll be right back!" She then sped through the hole, following her friends towards the fight.

As Jun's oppressive weight was lifted off of her back, Celestia whimpered in pain. Her dislocated wing hung limply at her side, and as she slowly got to her hooves, the motion sent a jolt of sickening

agony through the appendage. Fighting the urge to be sick, Celestia faced her final opponent.

Carter had stepped away from Jorge after confirming the Spartan's vitals were stable, and now stood across from Celestia, and the two leaders stared each other down. As much as he hated to admit it, Carter was afraid. The power that the Alicorn had displayed during the fight, and the swiftness with which she had dispatched the rest of Noble; it frightened him. But he could see the fight had taken its toll on her as well. Besides her dislocated wing, the Princess was covered in several small scrapes and bruises from her encounters with Kat and Jun, and her stance told Carter that all the energy she had expended had come with a cost. She was completely drained, fighting just to stay on her hooves. He was sure that for now, she would hold off on the magic for fear of overexerting herself. So for now, it was an even fight, hand-to-hand (or hoof-to-hoof). Now it was just a matter of who made the first move.

"HEY BITCH!" The combatants turned to face the source of the shout, to find Emile, a forehoof wrapped around his kukri. "REMEMBER ME? I SAVED SOMETHIN' FOR YA!" With that he whipped his hoof forward, sending his kukri spinning through the air toward the Princess. Celestia dodged to the side, and just barely managed to avoid the blade, feeling the wind of it on her face as it whizzed past her. Looking back to Emile, she saw that he was already mere feet from her, before he threw himself in a tackle at the Alicorn. Celestia instinctively whipped around and delivered a solid buck straight into Emile's jaw, flipping the Spartan head over heels where he landed roughly on his back, out cold.

Turning back to Carter, she looked just in time to save herself from the Commander's charge. As he barreled into the Princess, she managed to bring her horn up in time to slam into Carters. A large jolt of magic passed between the crossed horns and Carter howled as a fiery pain shot through his brain, before he collapsed to the ground, conscious but his body unresponsive, paralyzed by the mental shock.

Standing over the beaten Spartans, Celestia grinned in triumph. Five of these invaders, and she had defeated them all! Suddenly a stray thought caused her insides to turn to ice. Five of them— There had been more, she was sure of it. Where was—

Suddenly a fierce grip wrapped itself around her throat, before yanking her off her hooves and onto her back. As the grip began to tighten around her throat, cutting off her air supply, Celestia looked up to see her attacker, and felt her eyes widen. There was nothing, the force on her throat seemingly coming from nowhere. As Celestia's air supply began to be cut off by the strange force, however, the empty space above her began to dissolve. Slowly, a translucent figure began to take shape, finally fading into the image of the last opponent, Noble Six.

Six was hunched over Celestia, her hooves wrapped around the monarch's throat, and tightening with each passing second. Celestia's horn began to glow dimly with magic, but Six tightened her hold, breaking Celestia's concentration. As Six continued to strangle the princess, she heard a chorus of voices shouting pleadingly. Six ignored them, focusing on finishing off the Alicorn until she suddenly felt another pair of hooves wrap around her shoulders,

tugging desperately in an attempt to drag her off the Princess.

"Let her go!" Rainbow Dash cried, pulling on the Spartan with all her strength. Instead, Six roughly shrugged Rainbow off, not stopping her throttling of the Princess.

Seeing the display, Carter fought with all his might to get to his hooves, before shouting out, "Six! It's over! Let her go!" The Lieutenant ignored him, meanwhile Celestia's vision had begun to tunnel, and she was now scrabbling desperately at her neck with her hooves, to no success.

Pinkie, all traces of cheer forgotten, turned to Carter and pleaded, "Please, stop her! She's killing her!"

Carter looked from the mare to Six and, sucking in a deep breath, shouted as loudly as he could, "STAND DOWN, SPARTAN!"

This seemed to finally reach Noble Six, who froze, before releasing the Princess and leaping back. Celestia gasped, greedily sucking in as much air as she could manage, while her subjects rushed over to offer their support.

Carter stomped his way over to Six; he was furious. "What the fuck was that, Lieutenant? You could have killed her! I ordered you to stand down, and you disobeyed me! What happened?"

Six looked down, unable to meet his livid gaze. "I-I don't know, Sir."

Carter balked. "You don't know? Well know this, then, Three-Twelve." He jabbed her in the chest with a forehoof. "If anything like this happens again, you're going to wish you had stayed dead on Reach, am I clear?"

Six stood frozen, but gave a firm "Yes, Sir." in response.

"Good. Now go check on the others. I'll handle this." Six nodded, and stepped around Carter, heading towards Emile's prone form. Carter then moved toward Celestia, but was stopped by the four mares.

"Y-You just stay back! You keep away from us, you monster!" Rainbow spat, all trust for Carter lost from witnessing the battle. Behind her, the others gave their own shouts of approval.

Carter sighed. "I don't want to fight. I just want to talk." The four mares burst into cries of outrage at Carter's words, but were silenced by a voice, speaking quietly behind them.

"Get back, My Little Ponies, let me speak with him." The four Elements turned and saw Princess Celestia, back on her hooves, and quickly made a path for her as she strode up to the Commander.

The two regarded each other silently for a moment, a mutual respect passing between them, until Celestia spoke. "I do not know why you have come here, creature, but know that if you pose a threat to my subjects, I will fight you to my very last breath." The vehemence with which these words were spoken shook Carter. She meant every word of what she said, and Carter could tell.

Gathering his thoughts Carter said, "We have no intention of harming your subjects, ma'am. I swear, on my honor, that we aren't looking to hurt anyone."

Celestia's eyes narrowed in suspicion. "If what you say is true, then why have I heard that you are responsible for endangering my subjects, and harming my personal student?"

Carter shook his head. "We _saved _your subjects from a pack of dangerous animals, and I promise you we never hurt any of your ponies, let alone your student."

Celestia's eyes widened, and she looked to the four Elements. "Is this true?" Nervously, the four mares gave their agreement, and Rarity and Pinkie Pie gave a brief description of their encounter with in the Forest. When they had finished, Celestia turned to Carter and, to everypony's surprise, sank to her knees in a bow. "I apologize, Sir. You are strangers to Equestria, and I have welcomed you with suspicion and hostility. I beg for your forgiveness.

Carter Nodded graciously, and Celestia rose to her hooves. "All is forgiven, ma'am. To be honest, it isn't the worst First Contact situation I've heard of. Now, I would just like to talk to you." Celestia nodded.

"Thank you for your forgiveness. Let me introduce myself, I am Princess Celestia." She stuck out a hoof to shake, which Carter accepted.

"Commander Carter, Leader of Noble Team." To his surprise, at this Celestia's eyes widened, and her mouth fell open in shock. "Didâ€¦ Did you say Noble Team?" She asked, astonished.

Carter raised a brow. "Yes, I did. Why, have you heard of us?"

Celestia said nothing for several moments, before finally responding, "Commander, I believe we _definitely_ need to talk."

Glancing around, Carter replied. "I'm glad, Princess, but what about them?" The Princess, as well as the Elements looked around to find themselves surrounded by a crowd of Ponyville's citizens, all staring with a mix of shock and horror.

Shooting a glance at Carter and the Elements, Celestia said, "I will handle them, just get to the Library, quickly! I will be there shortly." The group nodded and started toward the Library, until Carter stopped.

"Wait, what about my team?" Carter asked, turning to face Celestia. The Alicorn gave a nervous whisper in response.

"I'll make sure they are taken to Ponyville's Hospital, and that their wounds are treated." Carter nodded, and he then followed the Elements back towards the Library, the crowd parting to accept them.

Back inside the Library, Fluttershy and Spike were tending to an unconscious Jun, having found that they couldn't move the Spartan and

instead favoring to simply clear the area around him of books. The entire time they worried about the rest of their friends, and when they finally came through the door, they were relieved. That relief was short-lived, however, when they saw Carter follow them inside.

"What's that thing doing in here?" Spike growled, glaring at Carter.

Rarity spoke up in Carter's defense. "Spike, this is Commander Carter. He and the other so-called 'monsters' saved Pinkie, Twilight and myself in the Forest."

Spike looked confused. "Wait, he _saved_ you in the forest? How does, I mean, what's going on here!" He finally cried. The four mares proceeded to tell him, as well as Fluttershy, the events that had occurred in the Everfree. When they were done, both Fluttershy and Spike were overcome with guilt.

"Oh my goodness, this is all my fault! I was the one who told Spike that monsters had captured you and Pinkie Pie!" Fluttershy whimpered, looking on the verge of tears.

"No, it was all my fault!" Spike argued. "I was the one who wrote Princess Celestia, saying we needed help!"

Carter decided to step in. "Look, it doesn't matter whose fault it is. It happened, and it's over. It would be best for everyone if we all simply forgot about this misunderstanding and moved on." The others nodded in agreement.

Suddenly, the door to the Library opened, and Celestia, closely followed by Six. Stopping in front of Carter, she cleared her throat and said, "Alright, Commander. Let's talk."

Author's Note: AAAAAAnd it's done! This chapter was so much fun to write! I don't know if I'm halfway decent at fight scenes, but I sure do enjoy writing them anyways! I hope you guys liked it, and will now forgive me for the massive cliffhanger at the end of the last one! Expect the next chapter to be 100% exposition, as well as a more detailed description of Noble, from coats to cutie marks! I hope you all enjoyed this chapter, and I'll see you in the next one!

6. Recovery

Celestia looked out over the crowd of assembled ponies and racked her brain for an explanation. She would have to do something before the crowd overcame their shock and worked themselves into a panic. She cast a glance back towards the retreating forms of Carter and the Elements, and saw that they were already making their way towards the Library, with the crowd making an extremely wide berth for the Spartan Commander. Turning back towards her subjects she saw that every one of her subjects was wide-eyed and quivering with fear. Celestia realized she would need quite a bit of tact to prevent a riot among her subjects.

She cast her gaze among the crowd, until she found a sizable gap in the ponies. Striding forward, with the ponies parting to allow her through, she proceeded until she found herself standing before two

armored figures. Before her, Six was inspecting the prone form of Emile, giving him a rough shake in a failed attempt to rouse him. Around her, the ponies glared dangerously, but were too terrified to make a move to stop her.

As Celestia approached, Six whipped around to face her, adjusting her stance slightly in preparation for a fight. Celestia held up a hoof. "Be calm, our fight is over."

Slowly, Six relaxed, and turned back to Emile. "He's out cold. That kick you gave him might have concussed him as well. He needs a medical examination, but his armor's sealed. Normally I could just check his armor's diagnostic but I doubt you ponies have the technology to display it. We could examine him directly, but I don't have the means to remove it until he wakes up."

Celestia nodded. "We can have him moved to Ponyville General Hospital until he regains consciousness."

Six shook her head in response. "No you can't. I don't know if he weighs the same as when he was human, but a fully armored Spartan weighs over one thousand pounds." Celestia balked slightly at this statement, but didn't argue.

Turning toward the crowd, who had watched the conversation with confused interest. Why, after having just attacked the Princess, was this monster engaging in conversation with her? And why was the Princess offering her help? Their confusion was set aside, however, as Celestia cleared her throat.

"Citizens of Ponyville!" She declared. "I am sure all of you witnessed the conflict between myself and these six ponies." A murmured agreement answered this statement, and she continued, "I know of your concerns, my subjects, but you must trust me when I say that it was all a misunderstanding."

At this, the crowd burst into cries of outrage. One pony in particular shouted from somewhere within the crowd, "A misunderstanding? Just minutes ago she tried to kill you!" This only encouraged the muttering in the crowd, and Celestia searched desperately for an explanation.

Unfortunately, while this was going on, the ponies began to grow restless, and some of them began to close in on Six. The Spartan once again shifted into an aggressive stance, this time facing the mob approaching her. Thinking quickly, Celestia leapt into the air, before flapping her wings and propelling herself forward to land in front of Six. Once there she placed herself between Six and the mob and flared her wings, causing the ponies to shrink back.

She cast her eyes on the crowd of ponies, who withered beneath her stern glare. "No." She affirmed, stamping a hoof. "The conflict was due to my own ignorance. These ponies are the victims here. I attacked them without reasonable cause, and yet they spared my life when they could have easily retaliated. I owe them my life, and now I implore you to give them a chance. I promise you they won't disappoint."

Slowly, the ponies seemed to relax, and the Princess smiled. "Thank you, My Little Ponies. Now, these ponies have been injured, and I

need some assistance to get them to Ponyville General Hospital. Now, would any Unicorns please step forward?" This order, no matter how gently it was given, caused some hesitance among the assembled ponies. After a few moments though, a smattering of Unicorns made their way out of the crowd. Among them were a cyan Unicorn mare with a multicolored mane and a lyre cutie mark, and a white Unicorn mare with an electric-blue striped mane and a double quaver as a cutie mark.

Eventually, Celestia had over a dozen Unicorns standing before her, quaking slightly. Celestia gave them a warm smile. "Thank you, my subjects. Now, throughout town there are three figures, each of them garbed in armor. I need you to split into three groups and work together to get them to the Hospital. Please hurry, I do not wish for their wounds to go untreated." The gathered Unicorns nodded determinedly, and rushed towards the downed Spartans. Six stepped back as four Unicorns approached, and Emile was wrapped in a multicolored magical aura.

As Emile's unconscious form was lifted into the air, Six turned to the Princess. "And the others?" She asked. The Princess responded by pointing a wing, showing two other squads of Unicorns by Jorge and Kat, each of the Spartans being lifted into the air. Nodding, Six brushed past Celestia and made towards the Library.

She was suddenly stopped, however, by the Princess' call of "Wait!" She turned to find Celestia regarding her with concern. "Do you need any medical attention?" Six shook her head.

"You never hit me." She said simply, before turning and continuing her march towards the Library. Celestia's brow furrowed. Had it not been for the calm, expressionless tone with which she had said it, Celestia would have sworn Six's statement had been an insult. Shrugging it off, she made her way through the now dispersing crowd and to the Spartan's side, and the pair slowly began to make their way to the Library.

By the time they reached the Library, Celestia had overtaken Six and was consequently the first one through the door. Inside she found Carter, Spike, and the Elements of Harmony (minus Twilight, of course) assembled in a rough circle, and she instantly drew their attention as she filed through the door, Six following close behind.

Marching up to Carter, she stood before the armored Unicorn and stated, "Alright, Commander. Let's talk." Carter nodded in agreement, and stepped forward.

"Alright ma'am. I suppose the first thing I'd like to know is why we're here. You seemed to recognize the name Noble Team, I'd like for you to explain that as well."

Celestia regarded the Commander stoically for a moment before responding, "I'm afraid, Commander that both those questions must be answered at a later time, when all of your team is present, and have come with me to Canterlot. Carter frowned at this statement. _What is that supposed to mean, what can she tell Noble that she can't tell me alone?_

He was about to voice his questions; a muffled groaning from behind

him cut him off. Turning around, he saw that Jun was clambering to his feet, one hoof raised to clutch at his head. Shaking his head, Jun grumbled, "That's the last time I stop to deliver a one-liner."

Jun then looked up and, seeing the Princess, immediately dropped into a combat stance, but was stopped as Carter stepped between them. "Relax, Jun." Carter said. "The fight's finished, we came to an agreement."

Jun cocked his head curiously, but made no argument. Relaxing his stance, he gave Carter a crisp salute. "Good to hear, sir. Any news on the others?"

At this, Celestia stepped forward, and fixed Jun with what she hoped was a warm expression. "Your comrades have been taken to Ponyville General Hospital."

Jun raised a worried brow beneath his helmet. "All of them? Even Emile?"

Celestia shrugged uncertainly. "I do not know. It was the large one, the one with the metal leg, and the one with a skull carved in his helmet." This statement was met with a sigh from Carter and a snide "Fantastic" from Jun. Celestia frowned. "What's wrong?"

Carter was the one to answer. "Emile hates hospitals. And Doctors. And, well, civilians in general. But he should be fine, as long as he's still out. Now, let's get down to business." Carter stepped forward to face the Princess. "I would like to know what you plan to do with me and my team."

Celestia raised a hoof, smiling gently. "Rest assured, Commander, I have no intention of harming you or your soldiers. In fact, I would like to invite all of you to my castle in Canterlot. There, I will discuss with all of you the reason you were brought to Equestria."

Carter frowned, and shook his head. "Listen Princess, we don't have time to get to your castle. In case you haven't noticed, half my team is hospitalized, by you I might add, and I'm not going to wait until they are ambulatory again to learn what could be vital Intel. As a favor to me, please tell me what Noble Team is doing here."

The assembled ponies gave varied reactions to this proclamation. Rainbow Dash and Applejack glared at Carter, Rarity huffed at his rudeness, Fluttershy cowered, praying that a fight wouldn't break out, and Six and Jun moved to Carter's sides, ready to back him up if necessary. Thankfully though, Celestia didn't look offended. In fact, she nodded in understanding to Carter's demand. "Commander, I know that you are curious to learn of your purpose here, but I'm afraid that I cannot explain this to you alone. Not will not, cannot. Please, Commander, be patient, and I assure you that you will learn of why you are here. For now, though, I believe that you should give an explanation of the events that may have caused your entry to Equestria. I wish to know your origins, and I promise to answer any other questions you may have in return."

Carter sighed, considering his options. So far this Princess had given him very little reason to trust her, but she was willing to

answer any questions he had, save for one. He supposed that waiting for Noble Team's recovery to explain their purpose here would be a better option. Better that they all learned at once than have to be told individually. He looked up at the Princess and gave an affirmative nod.

Celestia smiled. "Good. I am glad you are willing to see reason. Now, Commander, why don't you tell me what events led to your arrival in Equestria. Tell me why you are here."

Carter sighed, and moved to the center of the room, before resting back on his haunches. Beside him, Jun and Six did the same. "Take a seat Princess." Carter began. "This may take a while."

And so, over the course of a few hours, Carter explained Humanity and how they had become a spacefaring race. He then explained that as their population grew, they began to seek out habitable worlds to colonize. He explained the Insurrection, a group of Humans who had separated themselves from Humanity's government, and who began a series of terrorist attacks on the UNSC. These terrorists became known as the Insurrectionists. The ponies at first seemed confused at what exactly terrorism was, minus the Princess, but Carter simply referred to it as using fear to further your own agendas.

He then moved on to say that in an effort to strike back against the Insurrectionists, the UNSC approved the SPARTAN-II program. He decided to skim over the fact that the candidates were kidnapped children, and instead simply referred to the trainees as soldiers who had been chosen to serve the UNSC. He explained that they underwent extreme military training for several years, until they were given augmentations to increase their strength, agility, and endurance.

It was at this point that the Princess spoke up. "How exactly did these augmentations alter these Spartans?"

Carter shook his head. "I'm not at liberty to discuss that, ma'am. Need-to-know only, and no one besides the Spartans and Doctor Halsey need to know."

The Princess looked confused. "And who exactly is this 'Doctor Halsey'?"

"She's the brain behind the SPARTAN program. Everything, from recruitment, to training, to the augmentations, was a result of her work. Personally, she and I never saw eye-to-eye, mostly because of me being a SPARTAN-III, but we share a common goal, and that's to defeat the Covenant."

Celestia grew only more confused from this proclamation. "SPARTAN-III? And what is this Covenant?"

Carter frowned, and paused for a moment in thought. Finally, he spoke up. "I suppose to understand SPARTAN-IIIs, you need to know about the Covenant; so I'll explain them first. The Covenant is a collection of alien races that all follow one religion, believing an ancient race known as the Forerunners to be some sort of gods. For some reason or another, they decided that Humanity was an affront to their religion, and began a genocidal campaign to wipe us out. They went from one of our worlds to another, attacking en masse and wiping out the people there, before using their weapons to reduce the planet's surface to

glass."

Everypony gasped at this revelation, and the Princess's expression was one of deep sympathy. Her eyes, however, burned angrily as she said, "They destroyed entire worlds, simply because they were following their religion?"

Carter nodded solemnly. "Yes. And they killed at least 20 billion people while doing so."

If the last statement had shocked the ponies, then this fact absolutely floored them. Fluttershy began sobbing, Rarity fainted dead away, and Rainbow and Applejack could only gape openly. Celestia reared back, wings flaring open in surprise, as her mind struggled to imagine such a loss. _Twenty Billion_ that's more than three times the entire population of the World! How does anything recoup from such a loss?_ She said, "After suffering such heavy casualties, how did Humanity defeat these monsters?"

Carter gave a harsh laugh. "Defeat? Last I checked we were losing. Hell, maybe we've already lost. The only thing that was keeping us from being completely overwhelmed was the Spartans. Each one of them was a one-man-army, capable of killing hundreds of Covenant in a single engagement. They worked so well, in fact, that they decided to create SPARTAN-IIIs. They took orphans from the Covenant's attacks, and inducted them into training. Of course, with such heavy losses from the war, Humanity couldn't afford to create a whole new class of Spartans from our golden era. Instead, SPARTAN-IIIs are a bit like_ mass produced versions of Spartans. We don't have quite the same level of augmentation that SPARTAN-IIs had, but we make up for it with numbers. All of Noble Team, save for Jorge, are SPARTAN-IIIs."

Celestia frowned. "Wait, did you say orphans? You trained children to become soldiers?" Carter could see the anger in her expression, and cursed himself for mentioning that detail. _Damn... Can't exactly back out of this one._

Seeing the impatient stare being directed at him, Carter sighed and said, "Yes. Personally I was eleven when I was inducted into the program."

From behind him, Jun piped up, "Hell, I was seven. Carter here was almost too old for the project." Carter shot him a look that even through his visor clearly said, _not helping, Jun._

This caused Celestia's jaw to drop in shock, and anger flashed in her eyes. Before the situation could get out of hand, Carter jumped in. "We were at war, and without the Spartan Program these children would have ended up in an orphanage. They probably would have joined the military anyway. By joining the Spartan Program, they had the opportunity to avenge their families."

Celestia seemed to calm slightly at this explanation, but her next words were cold. "How many are there."

Carter replied, "There were over 300 Spartans in Alpha Company alone. The same for Beta Company."

Celestia scowled. "Not _were_, Commander. How many _are_ there? How

many are left? How many of those children died?"

Carter could easily see the building rage in Celestia's expression, and pondered how to reply. He could lie, and say that they only suffered minor casualties among the Spartans, or he could tell the truth, and say that if not for Franklin Mendez selecting them for Commando Units like Noble Team, every single SPARTAN-III would be dead. Seeing that it was Celestia's empathy that is the source of her anger, he decided that the truth would probably be best. "Besides Noble Team and a select few others, every Spartan from Alpha and Beta companies was KIA."

As he saw Celestia's anger flare up again, he added harshly, "And each and every one of them was like a brother or sister to me, so don't pretend that their deaths hurt you worse than they do for us. You aren't a Spartan, you don't have the right."

Celestia honestly looked shocked at Carter's statement, but could find nothing to argue against him with. She bowed her head. "You are correct. I am sorry for your loss." Suddenly, she stopped, standing ramrod straight, a blank expression on her face. With a soft "excuse me" she turned and stepped out the door.

Naturally, Carter felt confused and offended. Following after her, he said, "Now hold on a second, where are you going? You never answered any of my questions!" However, Celestia completely ignored him in favor of passing through the door. Once outside, she took a few steps away from the library, before spreading her good wing, her horn igniting in a golden light.

The ponies and Spike followed Celestia outside. "What the Hell is she doing?" Jun said confusedly. Beside him, Spike shrugged.

"Eh, she's probably just raising the sun. It is about five. Wait, five o'clock? I can't believe I've been up all night!" The ponies all turned to stare at Spike, who looked at each of them. "What?"

"She's raising the sun?" Carter said disbelievingly. "That's impossible. Planets revolve around the sun, no single force controls-" He was cut off as a ray of light peeked over the horizon. Before them, Celestia had her head raised and her eyes closed, her horn glowing brighter as the sun grew higher. Then, before their eyes, the scrapes and cuts that adorned the Princess' body began to fade. Her injured wing lifted, and with a small pop snapped back into its socket. Finally, the sun crested the hills, and Celestia's horn dimmed, as the Alicorn lowered her head and released a sigh of relief.

Celestia turned back to the awestruck ponies, and said, "I am sorry for the interruption. Now, I will gladly answer your questions."

Carter had many questions, most of them about the spectacle he had just witnessed. Good thing Kat isn't here, this breaks so many Laws of Physics; she'd probably have an aneurism. Wait, Kat! Looking up to the Princess, Carter said, "I want to see the rest of Noble Team. I need to know they're all right."

Celestia smiled, and nodded. "Of course, they are at the Hospital across town, we can visit them now." Carter nodded, and gestured for

the Princess to lead the way, until Celestia stopped him. "I'm afraid we can't have you going out like that. All that armor will make My Little Poniesâ€¦| suspicious."

Carter looked down at his armored hooves, before returning his gaze to the Princess. "This armor doesn't exactly come off easy, Princess."

Celestia smiled in response. "I believe I may know a spell that can solve the problem. If you would be willing, of course." The assembled Spartans shuffled uneasily.

Carter was torn. On one hand, the Princess may take his refusal to remove his armor as hostile. Plus, he himself was curious to see what he now looked like without his armor. On the other hand, no self-respecting Spartan was comfortable outside their armor. Hell, since he'd been handpicked by Mendez fifteen years ago to lead Noble Team, he had spent only a few hours at a time outside his armor. _But then again,_ he thought, _after that fight, I doubt the ponies are comfortable around us. We need their help, so might as well make a good impression. Besides, what's the worst that could happen?_ So, turning to the Princess, he nodded. "Alright. How are you going to do this?"

Celestia smiled. "It's quite simple, just a common collapsing spell, with a few modifications." Her horn glowed, and she leveled it at Carter. "Simply focus on the part of your armor that you believe to be most important."

Carter thought for a moment, and quickly came to a conclusion. Then, in a burst of magic, Carter found himself standing before Celestia without his armor, a soft breeze ruffling his fur and mane. Lifting a hoof, he felt the side of his head, and found that his HUL[3] Unit was still there, clipped to one of his triangular ears.

The ponies meanwhile inspected Carter with interest. He was a Unicorn, with a coat of identical color to his armor, and a slate gray mane and tail. His mane was styled in a sharp crew cut, and his tail was short and straight. Furthermore, he was tall, about a head taller than most Canterlot Unicorns even out of his armor. His eyes were a solid blue, and held a weary expression Celestia recognized as one who had seen too much in his life. Lastly, on both his flanks was a collection of geometric shapes that roughly resembled the image of a swooping eagle. As Carter inspected his body curiously, Celestia smiled gently at this, and turned to Jun and Six. "Are you ready?"

The two Spartans nodded their consent, and Celestia stepped towards them. She started with Jun, and in a flash, his armor disappeared, leaving behind an olive coated Pegasus the same height of Carter. Without his armor, it was revealed that Jun had no mane, instead around his head was a forest green pattern of fur. It was shaped like a fist clutching three arrows; identical to the tattoos he had sported when he was human. He still had a tail, colored cobalt blue and completely straight. His olive wings were sleek and grew slightly darker near the tips. Strapped to his left shoulder was a small armor piece, and strapped to that was a clip of three Sniper Rifle bullets. On his sides was a picture of a skull overlaid with the image of a crosshair. Finally, his eyes were solid amber. As he inspected his new features, he gave an experimental flap of his wings, and smirked.

"Not bad. Would still prefer hands over these, though." Looking up to Celestia, he added, "I'm surprised you had enough magic to do this, after our fight."

Celestia smiled. "I rise with the sun." She answered cryptically.

Celestia then focused her gaze on Six. Her horn glowed a third time, and with another flash of light, Six was revealed. She was a Pegasus, steel gray and slightly shorter than the other Spartans. Her coat was steel gray, and her wings were somewhat ragged, with several primary feathers missing entirely. Her tail was pitch black, and was short but straight. On her flanks was the image of a full moon, and on top of that, the silhouette of a howling wolf. The rest of her features were obscured by her helmet. Rather than a single small aspect of her armor, Six had instead opted to retain her entire MarkV[B] helmet. Celestia raised an eyebrow. "An interesting choice." The Lieutenant only shrugged in response.

As the Spartans finished inspecting themselves, Celestia explained, "Your armor is now entirely contained within the remaining pieces. To access it, simply envision yourself fully outfitted and give it a tap. The spell will do the rest. Then, to retract it, simply do the same, this time picturing yourself without it."

The Spartans nodded, and as one slapped their remaining armor pieces with a hoof. A burst of golden light issued from the three figures, which faded to reveal the Spartans, fully armored. The Spartans repeated the process, and the armor disappeared. Carter smiled, and nodded graciously towards the Princess. "Thank you, ma'am. This will prove useful, I'm sure. Shall we go to the Hospital?"

Celestia smiled. "Of course." She turned to the Elements. "Would one of you kindly lead the way?" Rainbow Dash zipped forward, grinning.

"I'm your mare Princess! I know exactly where the Hospital is!" Rainbow bragged, placing a hoof to her chest proudly. Behind her, Applejack leaned towards Jun and whispered, "Only 'cause she ends up in there at least once a week." Jun chuckled, and Rainbow blushed, wilting slightly.

"A-Anyways I can lead you there. Follow me!" She then sped off, leaving a rainbow contrail behind. The remaining ponies watched her leave, before moving to follow. Spike watched them leave, calling out, "I'll stay here and keep an eye on Twilight. Let me know how it goes!"

Within minutes they had reached the Library. Along the way, several ponies had been out and about, each of them dropping into a bow as Celestia passed. Carter noted with some interest that while the Spartans drew some second glances from the townsfolk, they weren't the outright stares that most Spartans usually attracted.

Due to everypony quickly making way for the Princess, the group reached the Hospital in only a few minutes. Along the way, Carter had noticed the marking along Six and Jun's flanks, and realized that the other ponies had similar markings on their own sides. Turning his head, he saw his own, and almost laughed. It was Noble Team's insignia. Looking up to the Princess, he said, "Ma'am, what exactly

are these markings on our sides? My own is the emblem for Noble Team, but what is it supposed to mean?"

To his surprise, it was Pinkie who hopped in front of him, bouncing backwards as she turned to him with a confused expression. "Well, _duh_, it's your Cutie Mark! You know, the mark everypony gets when they discover their special talent!" This was met with confused stares from the Spartans, and Pinkie cocked her head. "What? Do Humans not have Cutie Marks?" When they shook their heads in a negative, she gasped. "Then that means that you're all just discovering them! Oh I _have_ to throw you all a cutceÃ±era! Wow! A party for six ponies at once! I've never gotten to do that before!"

Pinkie Pie was cut off as Rarity placed a hoof on her shoulder. "Pinkie, darling, I'm sure we'll have plenty of time toÃ± party, later. For now, let us stay focused on getting to the Hospital, all right?" The pink mare gave Rarity a hard look for several seconds, before beaming and responding, "Okey Dokey Lokey!" The group then proceeded towards the Hospital entrance. Carter spared one last look towards the emblem on his flank, before moving to follow.

From their first step into the Hospital, the group could see it was in absolute chaos. Nurses about, and in the middle of the Lobby, a doctor was directing them, barking orders. Oddly enough, he only appeared to be ordering the nurses in one direction. Upon catching sight of the Princess, Spartans, and the Elements, the Doctor nearly keeled over in shock.

After recovering, the Doctor strode over, and with his augmented senses, Carter could just make out him mumbling, "Like I didn't have enough problems already." However he immediately brightened as he approached the Princess. He gave a short bow, before saying, "Welcome! How may I help you, your Majesty?"

Celestia gave the Doctor a benevolent smile. "Hello, good sir. Me and my associates," She gestured to the ponies behind her, "are looking for three patients that have been admitted recently. You may know them from their ratherÃ± unique form of dress."

The Doctor cocked his head curiously. "You mean the armored ponies?" He gulped. "Y-You want to see them? I don't know if that's wise, we have been experiencing someÃ± resistance from these patients. Well, actually just one in particular."

Suddenly a nurse ran up to the Doctor. "Doctor Horse! He's broken free of another one! Nurse Lovejoy is out cold!"

The Doctor cursed. "Celestia damn it!" Suddenly realizing who was in the presence of, he looked sheepishly to the Celestia and stammered, "Um, no offence, Princess."

Celestia gave a small laugh. "It is fine, Doctor. I would like to see this patient who has been causing you such trouble."

The Doctor quailed slightly. "Are you sure Princess? The patient has been quiteÃ±" A loud _crash _from behind cut him off. "Hostile."

The Princess strode past the Doctor towards the source of the noise.

"I assure you, Doctor, that I can handle one hospitalized pony." She made her way towards the room from which a loud yelling and cursing could be heard, with the other ponies following close behind. With some trepidation, Celestia nudged the door open and the group stepped inside.

There, in the middle of the room, was Emile. He laid on one of the Hospital's beds, the legs straining under his massive weight within his armor. Around him were no less than half a dozen Unicorns, each one of them straining to hold up the magic field pinning the Spartan to the bed. Six differently colored auras covered Emile's head, chest, and legs, and as they entered the room, one of the fields on his legs faltered, and the Unicorn conjuring it leapt back as the leg he had been holding lashed out towards him. Throughout all of this, Emile was roaring and spitting, resisting their hold like a wild animal.

Carter quickly stepped around Celestia and shouted, Emile, stand down!" And like someone had flipped a switch, Emile froze, the only motion from him being a lift of his head to address the Commander. "Hey, Carter. Need something, sir?"

Carter rolled his eyes. "Can you cut the drama for now? We have to meet with the Princess." He gestured to Celestia, and Emile cocked his head curiously.

After a few seconds, he returned his gaze to Carter. "Carter? That you?" He said incredulously. Carter nodded in response, and Emile shrugged. "Whatever. Shoulda' seen it coming." Jerking his head to Celestia, he growled, "What's she doin' here? She stop bein' a crazy bitch long enough to let you explain what really happened?" Everypony present gasped sharply at Emile's words, and Carter slapped a hoof to his face in exasperation.

Celestia, for her part, only looked somewhat offended. "I am aware that my attack earlier was rather uncalled for." Emile huffed, and she continued in a sharp tone, "But I had you sent here to help you. It would be best if you allowed the Doctors to do their jobs, and ensure that I didn't cause any permanent damage."

Emile scowled beneath his helmet. "I hate Hospitals. And Doctors. I'm fine, so let me outta here." As he said this, he began to strain against the Unicorns magical holds, and the orderlies gasped as the pressure on their magic auras began again.

Stepping forward, Carter snapped, "Emile, just calm down. Let them get their examination done, clear you for duty, and then we can leave. You don't have to make this difficult." Emile seemed to ignore Carter for a moment, continuing his thrashing, before slumping back and grunting, "Fine."

Carter smiled, and the Doctor stepped forward. "Good. Now that you are willing I will simply use a diagnostic spell, it shouldn't take more than a moment. However, I will need you to remove that armor."

Emile huffed. "It doesn't come off that easy, Doc." Celestia smiled and stepped forward.

"I believe I can help with that." She said. "Simply envision what you

believe to be the most important piece of your armor." Emile nodded hesitantly, and Celestia shot the spell at him, leaving him on the bed, free of armor minus the pauldron and kukri on his right shoulder. His coat was a steel gray similar to Six's, however his mane and tail were coated blood red, and styled short and spiky. His face was surprisingly covered in small patches of missing fur, revealing miniscule scars beneath. His eyes were golden brown, and his Cutie Mark was an identical copy of the skull carved on his helmet, and as Celestia inspected it, she reflected that it looked more like a grisly scar than an actual Cutie Mark.

No sooner had Emile's face been revealed than it contorted in pain, and he yelped. "Jesus! Is it supposed to burn like that? Dammit!" Carter, Jun, and Six who had felt no pain when their armor was removed, looked to Celestia, only to find her failing to hide a devious smile.

"That's normal." Celestia said without missing a beat. "It shouldn't happen again. Doctor, if you will?" The Doctor nodded, and strode up to Emile, his horn glowing as he pointed it at the Spartan. A short beam projected from Emile, running along his form for a few seconds until the Doctor stepped back, satisfied.

"Well Doctor?" Carter asked, looking to the Unicorn. "Are there any problems?" The Doctor looked to Carter, and nodded.

"Several. He has sadistic and sociopathic tendencies, a complete disregard for his own and others lives, and is clearly prone to bouts of equicidal rage." From behind him, Emile chuckled.

"Jesus, it's my last psych eval all over again." The Spartan quipped.

Carter groaned. "_Physically, _Doc. Is he all right _physically_?" The Doctor gave Carter an exasperated look, but shrugged in response. "He has a minor concussion, but as long as he avoids getting hit again for a few days, he should be fine."

Upon hearing the news, Emile leapt out of the bed, the frame groaning in relief as its burden was lifted. "Great. Let's get outta here." He brushed past the Doctor and strode towards the door, but was stopped by Carter.

"Not yet, Emile. We need to get Kat and Jorge." Emile's gaze drifted from Carter, to Jun, and finally to Six, before comprehension dawned on his face, and the Warrant officer nodded.

Celestia then addressed the Doctor. "Would you kindly direct us towards the other two armored patients' rooms?" The Doctor nodded an affirmative, and led the group out of the room.

As the group traveled down the hall, the Doctor explained the status of the remaining patients. "The other two, after awakening and being reassured they weren't in some sort of prison camp, were much easier to deal with. They even were able to remove the helmets of their armor, and through this I learned that the stallion, Jorge I think he said, was suffering from a case of heat stroke. He is alright now, and should be ready to be discharged."

The mare, on the other hand, was in worse shape. She seemed to be in

some pain, though she refused to acknowledge it, and if I were to venture a guess I'd say she had bruised her ribs, maybe even broken them. Here she is now." The Doctor stopped before the door to one of the rooms, before throwing it open and trotting in.

"Hello, Miss Kat! You have visitors!" He said brightly, as Noble and the ponies filed into the room. There, on the bed in the center of the room, sat Kat. Her Air Assault Helmet rested on the table beside her, and as she smiled at her fellow Spartans, everypony present got a look at her face. Her fur was teal, and blended against her armor seamlessly. Her mane, a lighter shade of black than Six's, was cut short, styled like a young colts, and fully exposed her soft blue eyes. Two scars adorned her face, one trailing from her hairline on the right side of her forehead down to her right eyebrow, the other running horizontally down her muzzle beneath her left eye. Beneath her, her straight-cut black tail poked out beneath the blankets of her bed. Finally, from her forehead sprouted a fluted, cyan horn.

Upon seeing her comrades enter, she snapped a salute to Carter and said, "Commander, it's good to see you." Her eyes drifted to Celestia and her smile faltered slightly, and she added, "I take it we managed to negotiate?"

Carter nodded, and Celestia stepped forward. "Greetings, Kat. I am Princess Celestia. I must apologize for my rashness earlier, I was not aware of the situation. My attack was uncalled for." Behind her Emile leaned toward Jun and whispered, "Where's my apology?" The sniper rolled his eyes and shushed him.

Kat laughed, and said, "No worries, ma'am. I've suffered worse injuries than a few bruises." She waved her mechanical foreleg in demonstration, and Celestia smiled awkwardly. Turning to the Doctor, Kat continued, "So am I going to be released anytime soon?"

The Doctor grinned. "Yes, indeed you are. The Princess, if you are willing Your Majesty, to magically retract your armor, and allow me to give you a full examination. Once I've confirmed you are in full health, you will be free to leave." Kat nodded, and the Princess stepped forward.

"First put on your helmet, then focus on your mechanical hoof, if you would." Kat frowned confusedly, but slipped on her helmet, and Celestia cast the spell. The spell flashed, and Kat's armor immediately disappeared, leaving only her mechanical hoof behind. Not much was revealed from this change, other than Kat's Cutie Mark. To the ponies, it appeared to be some sort of strange metal device, but the Spartans recognized it as Kat's personal datapad, with the screen displaying the image of an eyeball colored similarly to Kat's own eyes.

The Doctor then stepped forward, and again cast his diagnostic spell. After a few moments, he stepped back. "Well, Miss Kat, I have good news. Your ribs have only been bruised, and while they will be sore for the next few days, you should be completely healed relatively soon, and are cleared to leave at your convenience."

Kat nodded gratefully, and rolled off the bed, gingerly avoiding putting pressure on her ribs. She walked over to the group, and said, "Well, I assume we're going to have a meeting with Celestia here?"

The ponies nodded, and Kat smirked. "I figured as much. Let's get Jorge, then." The group nodded as one again, and the Doctor led them to their final stop.

Upon entering the room, the first thing Carter noted was the bed. While Emile's bed had been straining under the Spartan's weight, Jorge's bed had completely collapsed, and now the mattress lay among the smashed frame, as Jorge observed the newcomers with interest.

Like Kat, his helmet was removed, and Carter was afforded a good look of the Spartan-II's features. The first detail Carter saw was that somehow Jorge's rough beard and buzz-cut hair had remained, presenting themselves as darker patches on his olive fur. Like Kat, he too had a scar, a long stripe of pale tissue that ran down the left side of his face, through his eye. His thick neck bulged with enough muscle to make every mare present minus Kat blush, and lastly his orange and red striped tail was cut extremely short. Upon seeing the group enter the room, he waved and said, "Good to see you, Noble. I guess we won?"

Carter nodded, and strode in. Yep, Six managed to get the Princess here in a chokehold." He purposely neglected to mention Six's near strangling of the Princess; he would deal with that with Six alone. The Princess stepped forward, and Carter continued, "The Princess here is going to use magic to shrink your armor into one piece. Then we can go; the Princess wants to speak with us together."

Jorge nodded in agreement, and Celestia stepped forward. Once the magical light faded, Jorge was revealed to have kept his chest piece, the large Mark IV Grenadier piece covered the front of his chest, and included the up-armored piece wrapped around the left side of his neck. Celestia cocked her head to examine his Cutie Mark, and saw the image of an eagle, its wings spread, and one talon clutching a lightning bolt; in the other, three arrows. As Jorge got up and apologized to the Doctor for the bed, the Doctor waved him off, saying, "It's now problem, sir. Just remember, you need to drink plenty of fluids, and don't hesitate to come back if you experience any dizziness or fainting spells."

A few minutes later, Noble Team had been successfully checked out of the Hospital (every orderly and nurse gave a collective sigh of relief as Emile left.) Celestia turned to the Spartans and Elements, and said, "Now My Little Ponies, I would like to invite all of you, as well as Twilight when she is able, to join me in Canterlot. There, I will explain everything about Noble Team's arrival in Equestria.

"I will tell you the legend of the Noble Guardians."

Author's Note: Okay, I'll be the first to say it: this chapter was a bitch. It was the first part of a lengthy exposition, and honestly it was the only part of the story I hadn't yet planned beforehand. Hopefully, you like my explanation for how Noble Team will access their armor, and Noble Team's Cutie Marks. I hope you enjoyed this chapter, and I'll see you in the next one! (Expect it up much sooner than the last)

Twilight Sparkle groaned, lifting a hoof to clutch at her aching head. "Whaâ€¦ What happened?" She said, sitting up and observing her surroundings. To her surprise, she found herself in her bed, in her room in the Ponyville Library.

How did I get here? She thought. _The last thing I remember, I-_ Suddenly, in a flash, everything came back to her. The meteor, the Forest, and the Timberwolves. Thenâ€¦ The monsters. One specific image stuck in her head. One of a menacing figure, with a skull for a face, slowly dragging a knife down its shoulder. Slowly, it turned to look at her-

She shook the thoughts from her head, and slowly rose out of her bed. Groggily trotting over to her bedroom door, she nearly tripped over the basket at the foot of her bed. She fell to the ground with a yelp, matched by that of her number one assistant.

Spike grunted in pain, clutching the side that Twilight had struck with a hoof. Then, realizing what exactly had hit him, he leapt to his feet. "Twilight! You're okay!" The young dragon said, leaping forward and wrapping his arms around her neck. Twilight quickly reciprocated the gesture, nuzzling Spike and smiling warmly, all of the anxiety she had been feeling melting away in her surrogate brother's embrace. Eventually though, the moment of comfort ended, and Twilight pulled back, regarding Spike with a worried expression.

"Spike, what happened?" Twilight asked, a frown creasing her features. "I went out with Pinkie and Rarity, but we-" The baby dragon silenced her with a claw.

"Don't worry, Twilight, the others told me everything. Those weren't monsters, they were Spartans!" Spike said excitedly.

Twilight cocked her head in confusion. "Spartans?"

"Yeah! They're this team of big, armored ponies that saved you, Pinkie, and Rarity from the Timberwolves! They're really cool! They came into town, and fought the Princess, but that was kinda my fault, and-" Twilight promptly cut off Spike by rushing up to him, her face only inches from his and her eyes wide in shock.

"_The Princess!_" She shrieked. "She's here? And she fought those creatures?" Mental images of rough-hewn skulls and sharpened blades ran about in her mind, and she drew back from Spike to begin pacing nervously. "This is awful! Is the Princess hurt? Is she dead? Did I lead them here? I did, didn't I? The Princess is dead and it's all my fault!"

"_Twilight, _snap out of it!_" This shout drew Twilight out of her nervous ramblings, and Spike took this chance to grab the Unicorn's face in his claws. Then, in a clear, gentle tone, he told the entire story, from when Fluttershy had awoken him, to when the Elements, Noble, and Celestia had left for the Hospital. During the story, Spike had carefully left the details of the fight to a minimum, and by the time he was halfway through the story, Twilight had calmed down enough for Spike to release her.

When Spike had finished his story, Twilight had calmed noticeably,

but still looked nervous. "W-When did the Princess leave with the others?" The young dragon shrugged in response.

"I don't know, maybe an hour ago? I fell asleep after they left, I had stayed up all night, after all." Twilight nodded, feeling a small pang of guilt over keeping her assistant up all night worrying.

Trotting over to the baby dragon, she nuzzled him and said, "Alright Spike, get back to sleep. You've done a good job, number one assistant. I'm going to go make sure the Princess is okay, and maybe meet these Spartans." Spike smiled and nodded, before leaping back into his bed. Twilight spared the tired dragon one last glance, before turning and galloping out the door.

The Elements as well as Noble team looked towards Celestia with a mixture of curiosity and skepticism. The Princess remained silent, waiting for a reaction to her declaration.

It was Carter who broke the silence first. Raising a brow, he said, "The Noble Guardians?" Celestia nodded.

"Yes. From the moment we were introduced, I suspected that you were the heroes of legend." This proclamation was met with raised eyebrows, and Celestia continued, "I can describe the legend to you in detail, but first we must go to Canterlot."

Carter nodded in affirmation. "Alright, when can we depart?"

Celestia frowned. "This legend involves the Elements of Harmony, so we will need to wait for all of them to be present."

Carter cocked a brow. "The Elements of Harmony?" Celestia nodded.

"Yes, the Elements of Harmony are the most powerful magical force in Equestria. Each one of the Elements are symbolic of the trait one must personify in order to wield them. There are six Elements in total, and each of them has their own bearer."

Carter sighed. "Alright, so we have to find these bearers. Where are they? In Canterlot?"

Celestia shook her head, grinning. "Actually, the Elements are right here." She turned to Pinkie, Rainbow, Applejack, Fluttershy, and Rarity, before continuing. "Each of the mares before you is one of the bearers of the Elements of Harmony. Pinkie Pie, the Element of Laughter." Pinkie Pie beamed, bouncing in place. "Rainbow Dash, the Element of Loyalty." The Pegasus placed a hoof to her chest, flaring her wings and grinning proudly. "Applejack, the Element of Honesty." Applejack tipped her hat, before crossing both right hooves over her left ones. "Rarity, the Element of Generosity." The fashionista flipped her mane, posing elegantly. "And though she isn't here, you have already met the Element of Magic, and my personal student-"

"Twilight!" Pinkie Pie cut in, waving a hoof towards the approaching Unicorn. All eyes turned to see Twilight galloping toward them rapidly. Upon reaching the group, she stopped short and instinctually

sunk into a bow before the Princess. As she rose, she spared a nervous glance to each of the Spartans. Celestia noticed this, and approached Twilight, nuzzling her gently.

"It is alright, Twilight. I am unharmed, and simply glad to know that you are safe." Raising up, she gestured to the Spartans and said, "Twilight, my student, let me introduce you to Noble Team." She proceeded to present each member of Noble Team to Twilight. While she seemed confident in her mentor's trust in Noble, she continued to cast worried glances towards Emile.

Once she had finished introducing the Spartans to her Faithful Student, Celestia straightened up and said, "Well, now that we are all acquainted, let us make our way to Canterlot. There, we will learn the cause and purpose of Noble's appearance in Equestria." Celestia's horn then ignited with magic, and the Princess gritted her teeth in concentration. "Everypony get close, and brace yourselves."

The group each drew closer to the Princess, though each had confused looks on their faces. Kat was the first to speak. "What exactly are you going to-" The rest of her sentence was lost as the ponies disappeared in a flash of golden light.

Sergeant Ballistae was having a bad day. He had been assigned one of the most dreaded jobs in the entire Royal Guard. Wake-up Patrol. While it was not common knowledge among the populace, Celestia had a tendency to go straight back to bed after raising the sun. Obviously, no one had the nerve to wake her, and it was Ballistae's job to get Her Majesty out of bed in time for her Royal Duties. After her first time missing an important political meeting three hundred years ago, Celestia herself had initiated this patrol, but that didn't make it any easier. Despite knowing her to be a calm, benevolent ruler, everypony was unwilling to rouse the Princess from her slumber.

With no small amount of trepidation, Ballistae approached the door, and gave a gentle knock. "Princess? Are you awake yet?" Hearing no response, he knocked again, louder this time. "Princess, you have breakfast with Luna in half an hour." Once again, silence was his only answer.

Ballistae sighed. This was every Guard's greatest fear: A tired Princess. There was no real danger, sure, but nopony was happy with getting a taste of the Royal Canterlot Voice. Resigning himself to his fate, Ballistae gently nudged open the door. "Princess? Hello?" Ballistae examined the room, curiously searching the empty bedroom.

Panic quickly rose as he realized the Princess was nowhere to be found. The princess was missing! Again! That's twice in four days! Ballistae began pacing throughout the Princess' room, thinking hard. _Okay, this is simple. I just need to find the Captain, and-_ He was suddenly cut off as a golden flash, and the missing Princess appeared. Ballistae was filled with relief, which quickly turned to confusion as he beheld the ponies accompanying her.

There were twelve ponies, six of which Ballistae immediately recognized as the Elements of Harmony. While the general public was for the most part uncertain of which ponies wielded the Elements of Harmony, every member of the Guard was aware of the six mares'

status. It allowed the Guard to immediately recognize the Elements and assist them in any way they can.

The other six, however, immediately drew Ballistae's attention. There were four stallions, and two mares. Each of them was taller than him, and had a strange piece of metal somewhere on their body. From their rigid posture and confident air, Ballistae assumed they were soldiers, but unlike any he had ever seen before.

Quickly recovering from his shock, Ballistae rushed up to the Princess and saluted smartly. "Your Highness, what happened? Are you hurt?" The Princess regarded Ballistae with some surprise, and the Sergeant reminded himself that he was in the Princess' room. Ballistae fixed Celestia with a nervous stare, which the Princess met with a gentle smile.

"Calm yourself, Sergeant." Celestia assured him. "I am fine, and I was simply making a short excursion to Ponyville." Ballistae balked at this.

"Without telling anyone?" He asked, fighting to keep the respect in his tone. "Without your Guard to protect you?" Celestia frowned slightly and Ballistae cringed.

"I am more than capable of handling myself, Sergeant. Now may I ask what you are doing in my private quarters?" The Sergeant's eyes grew wide in terror, and he quickly stammered out a response.

"Y-Your Majesty, I was simply coming to remind you that your meal with Luna is in half an hour." Celestia's eyes widened, and her frown deepened. "How could I forget our breakfast together! But, the Guardiansâ€¦ I'm sure she'll understand, I've been waiting for this for over a thousand years!"_

So, resignedly, Celestia turned to Ballistae and said, "Please inform Luna that I will be unable to make it to breakfast. Tell her that I will be in the Hall of Ghosts."

Ballistae cocked his head in confusion. "The Hall of Ghosts, Princess?"

Celestia nodded. "She will know what it means." Ballistae nodded, and quickly darted out of the room. Turning to address the group, Celestia continued, "The rest of you, please follow me." The ponies nodded, and together they proceeded out of the Princess' chambers.

The ponies followed the Princess in silence, before turning down a barren corridor. The corridor appeared to be deserted until they finally arrived at a door unlike any of them had seen before. Instead of the finely polished ivory that made up most of the Palace, this door was crafted out of rough stone and seemed to have been cut into the mountain Canterlot was built on itself. Turning to the ponies, Celestia said, "This is the entrance to the Hall of Ghosts"

Twilight looked to her mentor with curiosity. "Princess, what is the Hall of Ghosts? I don't remember that from the other times you showed me around the Castle." Celestia smiled down at her Faithful Student.

"That is because no one has entered the Hall of Ghosts in over two thousand years."

The assembled Elements and Spartans all looked to the Princess in shock and confusion. Twilight was the first to speak up. "Princess, why would you build a hall then close it off for two thousand years?"

Kat looked to Twilight with confusion. "Why are you asking her like it was her decision? It's not like she was there two thousand years ago." Every one of the Elements turned to look at Kat with a cynical expression.

"What the hay are ya talking about?" Rainbow Dash said skeptically. "The Princess is thousands of years old! Of course she was around back then!"

For Carter, Jun, and Six, this was relatively unsurprising. For the rest of Noble, however, this caused some disbelief. Kat was the first to speak. "That's impossible, no living thing can survive for thousands of years; it's just not possible."

Jun chuckled. "You think that's bad, you should have seen her r-mmph!" Carter slapped a hoof over Jun's muzzle, cutting off his speech and causing him to glare at Carter. Carter gave him a warning glare, before turning his gaze to Kat.

"Kat, I get that it's strange, but for the sake of figuring out what we're doing here, can you justâ€¦ hold it in until we're done?" Kat gave Carter a dubious expression, but eventually sighed and relented. Celestia, meanwhile, strode up to the door and lowered her head, before inserting her horn into a hole beneath the door's handle. Her horn ignited, and a light began to spread from the hole, traveling up the door and forming a shape of luminescence. Slowly the shape began to fill out, until it finally formed into a shape identical to the one on Carter's flank.

Then, in a burst of light, the image disappeared, and the doors swung open. Past the door was a darkened passage, with a small pinprick of light in the distance. Without another word, Celestia strode through the doorway and into the darkness beyond, the Elements and Spartans following closely behind her.

The next minute was spent in silence as the group marched closer to the light, the illumination from the doorway fading behind them. Before they could be surrounded in darkness, Celestia lit her horn, its strong golden glow acting like a miniature sun within the tunnel. Eventually, the silence was broken as Kat moved to Carter's side, giving the Commander a curious glance, she said, "So, what was Jun saying earlier?" Carter sighed, mentally reminding himself to give Jun a lesson on chatter.

"He was going to say that the Princessâ€¦ raises the Sun." They proceeded without a word for a moment, until Kat finally found her voice.

"You're kidding. You're kidding me, right? She raises the sun? The planets orbit the Sun; there is nothing controls the motions of the stars." Skepticism was easily traceable within Kat's tone.

Jun simply gave Kat a shrug. "Well, tell her that." He said, pointing to Celestia. "I saw it with my own eyes."

"Not to mention the other magic she performed. You seemed pretty unfazed by that." Six added.

Kat shrugged. "Well, after seeing her shoot balls of fire at us, I was pretty much open to her using magic. But raising the Sun?" She shook her head.

Until now, the Elements had remained silent, but at Kat's question, Twilight spoke up, turning to the Spartans with a smile growing on her face at the opportunity for a lecture. "Well, actually, the Princess raises the sun by-" She was cut off as a sharp gasp sounded from the ponies around her. Turning back around, Twilight felt her jaw drop at the sight before her.

The group had entered a massive chamber, larger than any room in the Royal Castle. From the looks of it, it had been carved into the interior of the Mountain. The ceiling was hundred of feet up, but was easily visible in the enclosed cavern by the chamber's walls. Every inch of the walls was lined with thousands, if not millions, of luminescent gems. The gems were colored all shades of the Rainbow, and from beside her Twilight heard Rarity swoon delightedly.

What drew her attention next, however, was what lay in the very center of the chamber. It was a massive obelisk, easily at least two stories tall. It was shaped simply, just a solid, four-sided pillar topped by a pyramidal point. On its front was the same symbol that was on the door, Noble Team's emblem. At its base were six gems. Each gem shaped like a hexagonal pillar, about a third the height of the obelisk and flat on top. Furthermore, each pillar was made of a different type of jewel. The jewel to the farthest left was a brilliant emerald. To its right was a shining turquoise. Next in line was a faded yellow Topaz. After that was a flawless sapphire. Following this was a glowing citrine. Finally, on the far right was a blood red ruby.

Noble Team, for the most part, was pretty impressed. However, their reaction was nothing compared to that of the Elements. All six of the mares froze in place, their eyes locked on each of the jewels. Slowly, hypnotically, they each began to march towards one of the gems; ignoring the curious stares noble Team was giving them. As Twilight began to pass Carter, the Commander reached toward her in an attempt to stop her, but a soft "Don't." drew his attention away from Twilight, and toward Celestia. The Princess was staring at Twilight as the lavender mare drew closer to the gem with a somber expression on her face. "She has to do this. They all do." Confused, Carter cast his gaze back to the six mares.

Finally, the Elements had reached the gemstones. Rainbow Dash, Rarity, Fluttershy, Twilight Sparkle, Applejack, and Pinkie Pie all stood in a line before the pillars. Then, as one, they all raised a hoof and pressed one against the surface of the jewel before them.

Applejack roughly shook her head, fighting a wave of dizziness that had taken over her. Slowly allowing her nausea to pass, Applejack focused her gaze on the ground beneath her, and her brow furrowed in confusion. Instead of the flat stone of the chamber that she had been

in moments ago, the surface beneath her hooves was one of reflective purple metal. Puzzled, Applejack looked up from the floor and gasped at the sight before her.

Before her was a window to the stars. There, not ten yards in front of her was some sort of glimmering blue screen, and beyond that, the cold vacuum of space. With her legs trembling, threatening to fall out from beneath her, Applejack hesitantly made her way closer to the window.

As she began to make her way to the screen, however, she was stopped by a muttered "Damn it" from behind her. Whipping around at the sudden noise, Applejack felt her jaw drop at the sight before her.

The chamber she had been in was now radically altered. Where there was once stone and crystals, now there was only fluorescent purple and silver metal. Sloping ramps decorated the area, leading up to terraces and doors. In the center of the chamber stood three towers, all of them glowing with some sort of incandescent light. However, what drew her attention was the source of the curse, a large olive grey figure, whose drab colors ironically made it stand out among the brilliant flair of its surroundings.

The figure was large, many times her size, and was shaped roughly like some sort of elongated bird, with two stubby wings sticking out of its sides. From the look of it, as well as the empty space near its rear, it appeared to be some sort of ship, like the airships she had heard about in Canterlot, only without the balloon portion. From beneath the ship hung a large cylinder made of shining metal and covered in glowing blue lights. Finally, standing next to the cylinder were two figures, encased in armor.

At first, Applejack stood in shock, gaping at the two bipedal figures before her. Despite the change in shape, they held a remarkable similarity to two of the Spartans she had met just hours previously. The first one was tall, at least a head taller than the other, and towered over twice her height. Its bulky, mismatched, and battle-scarred armor instantly allowed her to recognize the figure as Jorge. The other was garbed much more simply, but its steel-grey color and off-yellow visor, not to mention its slightly slimmer build allowed her to identify the Spartan as Six.

If the two realized that Applejack was observing them, they made no motion to acknowledge her. Jorge muttered something under his breath, and then turned away from a panel built into the cylinder, facing Six before saying in a grim tone, "Well, I got good news and bad news. This bird took some fire and her thruster gimbal is toast, which means the only way off this slagheap, is gravity."

Six glanced at the ship quickly before responding, "And the good news?"

"That was the good news." Jorge responded simply. A silent moment passed between the Spartans, before Jorge reached up to grasp his helmet, pulling it off as he grunted, "Yeah, yeah, yeah." He let the helmet fall from his grasp to his side, and Applejack glanced at it before looking up to witness Jorge's features for the first time.

He appeared notably similar to his form as a stallion, with tanned

skin, a multitude of scars adorning his face, along with a rough beard. He gave Six a grim look, before continuing. "Bad news is, the timer's fried. Gonna have to fire it manually."

Six looked down for a moment, before meeting the Spartan's gaze and saying firmly, "That's a one-way trip." This caused Applejack to cock her head in confusion. What were they talking about? And what did Six mean by a 'one-way trip?'

Despite Six's obvious misgivings, Jorge was resolute in his response. "We all make it sooner or later. Better get going Six, they're gonna need you down there." His tone grew increasingly solemn as he continued, reaching up towards his neck with one hand. With a small jerk, he removed his dog tags and continued, "Listen, Reach has been good to me, time has come to return the favor." He held out his hand, the dog tags hanging loosely from his fingers, and Six reached a hand up to clutch his tightly. Immediately, Jorge hoisted the Spartan into the air. "Don't deny me this."

Wrapping Six in a firm bear hug, Jorge slowly made his way to the screen, passing by Applejack without so much as a glance, before stopping mere feet from both the screen, and the mare watching with mystified fascination.

"Tell 'em to make it count." With those final words, Jorge heaved Six forwards, tossing her through the screen and sending her plummeting to the planet below. It was with these words that Applejack finally connected all the pieces in her mind. Whatever Jorge was going to do, he certainly didn't expect to survive. Fearing not only for her safety, but the Spartan's as well, Applejack rushed forward, stepping in front of Jorge as he lumbered back towards the ship.

"Now wait just a gal-dern minute here!" Applejack shouted at Jorge, drawing zero reaction from the Spartan. "Ah don't know what yer plannin' ta do, but Ah'm not just gunna let ya kill yerself!" Again the Spartan ignored her, and Applejack snarled in anger, "Fer pony's sake, listen ta me!" She then whipped around and launched a solid buck towards the Spartan.

To her surprise, she found herself falling flat on her stomach, as her legs passed harmlessly through Jorge, who continued his single-minded advance towards the ship. As he reached the cylinder, Applejack rose to her hooves, wincing at the pain in her stomach. She could only look on in horror as Jorge placed his hand against a panel built into the cylinder's side, Applejack rushed forward in another futile attempt to stop the Spartan, but she was too late, as Jorge gave his home world one last look before activating the bomb, causing Applejack's vision to explode into blue light.

The Princess and Noble Team looked on in wonder as the six mares were suspended in midair, each of them floating gently before one of the crystals, their eyes filled with a brilliant white light.

Turning towards the Princess, Carter said worriedly, "What's going on? What's wrong with them?"

The Princess gave him a gentle smile. "Do not worry, Spartans. They are merely experiencing a vision. One that will determine each of your places within the Legend of the Noble Guardians."

Carter frowned, his brow furrowing in confusion. "What is this legend? You've gone on about how we are a part of it, but what exactly does it entail?"

Celestia was silent for a few moments, regarding each of the Spartans before finally answering, "Over one thousand years ago I used the Elements of Harmony, six magical artifacts of enormous power, to defeat an enemy known as Nightmare Moon. After I had used them, however, they vanished, replaced only with five stone orbs. But as the Elements were destroyed, I was given a vision. This vision contained two parts, the first being that in a thousand years, the stars would aid in her escape, and only the Elements of Harmony would be able to defeat her. The second part, one that I hid from the world, was that after the Elements of Harmony defeated Nightmare Moon for a second time, a group of warriors would reveal themselves. These warriors would be true Paragons for the values necessary to defend Equestria. These warriors would be strong, and swift, and brave. But more than anything else, they would be Noble."

Rarity stumbled forward, surprised to find herself no longer in the paradise of the jeweled chamber, but instead in the middle of some sort of crater. Looking about frantically, she tried to make sense of her surroundings. How had she gotten here?

Her musings were interrupted as two metal doors opened up to her left. Whipping around to face them, Rarity saw five figures emerge from the two chambers. Despite the altered figure and bipedal stance of the figures, Rarity quickly recognized the armor as that of Noble Team. Oddly enough, Jorge seemed to be missing.

She had little time to consider this fact before the Five Spartans bolted towards her, and Rarity quickly sidestepped as Carter blew by her, shortly followed by Emile and Jun. As the three men stopped before a large metal door, Rarity turned her attention back towards Kat and Six.

The two Spartans were running full pelt toward the others, though from Rarity's position a few feet away, she was able to make out that Kat was in fact talking, her voice slightly muffled from beneath her helmet.

"Where does he get off calling a demolition op priority-" any further comment was silenced as a pink flash suddenly darted into the top of Kat's skull, before bursting out the front of her visor. Immediately, Kat dropped like a marionette with severed strings, keeling over, only to be caught by Noble Six.

Rarity could only gasp in horror, one hoof rising to her mouth in shock as Six looked up towards the source of the projectile. Seeing a large purple craft hovering above the crater, and hanging from its side was a horrible monster, clutching some sort of elongated device, with several pink crystals sprouting from its center.

As Rarity stood there in open-mouthed shock, Six took action, snatching the pistol that hung at Kat's hip and leveling it at the purple craft, before rapidly pulling the trigger, sending a series of shots directly towards the hovering craft.

From behind her, Rarity heard a loud series of _ratatatata_ noises, and turned to find the other three Spartans aiming their own rifles

at the ship, sending a hail of bullets towards it.

For a few seconds, the Spartans continued to pepper the ship with shots. Then, Six pulled the trigger once more, only to be met with an empty _click._ Quickly clipping the pistol to her side, Six wrapped her arms around Kat's body and began to drag her towards the shelter. Rarity was frozen in place within the middle of the crater, staring open-mouthed at the scene before her.

"C'mon, C'mon! Get in!" Carter shouted to Six, beckoning urgently.

"Let's go! Come on!" Jun added. Six dragged Kat's body through the entrance to the shelter, as the doors began closing slowly. Just as Six managed to get through the entrance, the metal doors shut with a resounding _thud._

It was this sound that finally managed to snap Rarity out of her stupefied trance, and her eyes widened in horror as she realized she was alone in the crater. Rushing forward to the door, Rarity began pounding against it with all her strength. "Please, wait! Don't leave me out here!"

Rarity continued to bang on the door until suddenly a new sound drew her attention. This sound started as a small whirring, but rapidly grew stronger until it became a deafening roar. Clutching her hooves to her ears in an attempt to lessen the now painful intensity of the noise, Rarity stumbled back, until she was once again directly beneath the opening in the roof. Looking up to the sky, Rarity screamed.

Up in the skyâ€¦| _something_ was taking position just above her. It was massive, completely dominating Rarity's view of the sky above her. And at the center of her vision, directly over her head, was some sort of glowing orange circle. As she looked on, the glow began to increase in intensity, as arcs of light began to spread from its center.

Rarity was still screaming as the light suddenly burst forward, rushing down to her frozen form.

There was a moment of silence as each member of Noble attempted to process this information. True to form, Kat was the first.

"Alright, I suppose that that explains how you knew it was us." She said, to which the Princess nodded.

"Yes, that, as well as a few other hints." Celestia answered.

Kat frowned. "But, that still raises a few questions. Like why us?" She gestured to the other Spartans. "Why Noble?"

Celestia smiled at Kat. "Because as I said, you are all true exemplars of what it takes to defend Equestria. Leadership, Strategy, Duty, Fury, Hope, and Courage, these six values can be found in each of you, and together you form the single greatest defense force ever known."

Emile huffed. "So, what? It's gonna be our job to defend you ponies? What if we refuse?" Carter shushed the Spartan, but Celestia simply

looked to Emile with a solemn expression.

"Because it is your destiny. You are bound to protect My Little Ponies at all costs, as you did with your own people."

Twilight gasped, sucking in a breath as her knees gave out from beneath her, letting her fall onto a hard metal surface. Panting, Twilight looked up and began to observe her surroundings. She appeared to be in some sort of metal chamber, and as she attempted to stand she felt a sense of acceleration that made her stumble backwards. Turning around in an attempt to gain some leverage, she was met with the sight of being at least a hundred feet above a rocky canyon, and screamed.

Backpedaling wildly from the edge of the Pelicans bay door, Twilight frantically observed her surroundings. How had she gotten here? The last thing she remembered was being in the Hall of Ghosts in Canterlot, when she looked towards the onyx pillar in the center, something had taken hold of her. She had blindly marched towards the sapphire at its base, oblivious to the world around her. She remembered touching the gem, and a bright flash, and now she was here, in some sort of flying machine!

Suddenly, the floor lurched, and Twilight stumbled forward, nearly tripping on something in front of her. Looking down, she was surprised to see a helmet, lying discarded on the floor. After a moment of thought, Twilight realized she recognized it as the helmet from one of the Spartans she had seen in the Everfree Forest. However, this helmet was shaped slightly different, the faceplate was squashed, incapable of fitting the Spartans muzzle. The machine gave another shake, and Twilight struggled to remain on her hooves. Cocking her head curiously, Twilight looked up from the helmet, and gasped.

There, not five feet in front of her, the machine's interior narrowed into a cockpit, and seated in it was a creature that Twilight had never encountered before. It was a tall figure, easily twice her height, horn included, though its seated position did distort her perspective a bit. From her position behind the figure, she could only see its back, but from what she could see, the figure was garbed in armor similar to that of one of the Spartans in the Forest. Realizing that this must be one of the Spartans, yet drastically altered, Twilight carefully crept forward.

"Umm, excuse me?" Twilight asked quietly, hoping not to startle the Spartan. If the figure heard her, however, he didn't show it, keeping his gaze locked on the instruments in front of him. Confused, Twilight drew closer. "Excuse me, Mister Spartan?" Twilight finally came up to the figure's side, and inspected him more closely.

Within a second Twilight recognized the pilot's features as those belonging to the Commander, despite them being warped through his Human appearance. What drew her attention though was the fact that he was completely ignoring her, his grim stare locked onto the windscreen in front of him, occasionally flicking down to the glowing instrument panel before him. Twilight was just about to speak up again when Carter's eyes widened in horror. Twilight quickly followed his gaze and felt her jaw drop.

Below them was quite possibly the biggest monster that she had ever

seen. It was two stories tall, and completely covered in some sort of shining purple armor. It crawled along the cliff's face, its four monstrous legs causing a loud boom to sound with each step. Twilight found her gaze locked in horror at the titanic creature before her, and almost missed Carter reaching out and flicking a switch on the instrument panel.

"Noble-" Carter began, before lifting a hand from the instrument panel to cough into the back of it. Twilight shot him a worried look, which only deepened as she saw his hand come away from his mouth coated in blood. She gave him a quick once-over, and felt her eyes widen in horror as she saw the ragged, bloody holes that decorated the front of his breastplate. She looked up at the Commander in concern, but he had already recovered and continued, "You have a situation."

Over the COM link, a voice Twilight recognized as Emile's responded, "Mother- We can get past it, sir." Carter gave a deep sigh, his determined expression softened into one of resignation. Carter's next words rang with a sense of fatalism. "No you can't. Not without help."

Twilight looked to Carter in panic. How could they possibly defeat this leviathan? Emile apparently was in agreement, as his next words were filled with both worry and disbelief. "Commander, you don't have the firepower."

The Commander pressed a control on the throttle as the ship passed over the monstrous creature, causing sharp bolts to pepper the behemoth's hide. They unfortunately did little than get the creature's attention, and Twilight gulped as the creature turned its glowing green eyes towards their craft. "I've got the mass." He said resolutely.

As Carter yanked the throttle, sending the ship into a wide arc away from the creature, Emile's response was filled with suppressed grief. "Solid copy Hit 'em hard, Boss."

As the ship swerved back around, the monster not filling the entirety of the view screen, Twilight turned to the Commander in panic. "No, please!" She pleaded. "You don't have to do this!" But her calls went unheeded; Carter gave no acknowledgement that she was even there.

Instead, the Commander locked his gaze with that of the beast, and in his last few moments, gave his final transmission. "You're on your own, Noble. Carter out."

Twilight could do nothing but scream as the ship smashed into the creature, engulfing her and the Commander in brilliant orange flames.

"But that's just it." Emile said brusquely. "I don't believe in any 'destiny' telling me who and what I fight for. I fight for Humanity, so send us back and let us kill some Covenant again." This was met with a nod of approval from Six, Jorge, and Jun, as well as a few worried looks from Kat and Carter.

Celestia, on the other hand, only looked to the Spartan with a deep sympathetic sadness. "I am afraid to say, that returning to your

world is impossible. I'm sure you're aware that you came to Equestria only after your own demise."

Carter stepped forward. "Yes, we're aware of that. How are you?"

There was a cry of terror, and the Spartans turned to look at the suspended Elements, where expressions of horror and agony were clear on their faces. Frowning sadly, Celestia turned to the Commander and answered, "Through the same means the Elements are learning of your demise: by seeing it firsthand."

Pinkie Pie shook herself, leaping to her hooves. "Wow! Now that was something! All those pretty gems, and the lights!" Suddenly, Pinkie seemed to take in her surroundings. "Huh? Where'd all the gems go?"

A sudden BOOM forced Pinkie's attention to the skies, where she saw a large explosion of purple light. "Oh, WOW! Fireworks!" Whipping a box of popcorn out of nowhere, Pinkie settled down to enjoy the show, when she spotted some sort of aircraft flying towards her.

It was large, and vaguely resembled one of the airships Pinkie had heard about in Canterlot, but lacked the entire balloon portion. As Pinkie observed it, she wondered at how it was suspended in the air, but that thought was quickly pushed aside in favor of why the ship was flying while there were fireworks going on.

As if in response to this thought another resounding BOOM sounded from just behind her, and a beam of light lanced out from somewhere behind Pinkie to strike the ship from the air, causing it to erupt in the same purple light from before. As Pinkie witnessed the ship's destruction, she felt her hair begin to droop ever so slightly. I don't think those are fireworks_|_

Turning toward the source of the blast, Pinkie found herself at the base of some sort of tower. It was tall; easily six or seven times her height. The top of the structure extended outwards into two long prongs, connected by a series of rails. To the left of the prongs was a small cabin, protected by a panel of glass. Leading from the base of the tower to the cabin was a narrow ladder. As Pinkie watched, the top of the tower began to glow, the light flowing down the prongs with a strange vzzzzm sound, before another BOOM issued from the prongs, and another beam of light shot from between them towards yet another of the oncoming ships.

Realizing that the entire tower was some sort of cannon, Pinkie frowned, and focused her attention on the canopy. Zipping up the ladder in a pink blur, the mare pressed her face against the glass in an attempt to see inside the canopy. To her surprise, she found the creature operating the controls to be some sort of alien. From a glance, Pinkie recognized the figure as one of the 'humans' Carter had described back in the Library, and the familiar skull etched into the figure's face allowed her to identify it as Emile.

Pounding on the glass furiously, Pinkie shouted at Emile, "Hey Emilio! What are you doing in there? And how'd you get to be human again? Helloooo!" To her surprise, the Spartan ignored her cries, instead bringing a hand up to the side of his helmet.

After a moment, he said, seemingly to no one, "You'll have your window, sir." Emile then focused his attention on the controls, bringing the cannon around to fire at another ship. Before he could fire another shot, however, a shadow seemed to pass over the pair. Emile looked straight up, and cursed, "Shit."

Turning to follow the Spartan's gaze, Pinkie found herself looking at the underbelly of one of the purple ships. A hatch suddenly opened on the bottom of the ship, and from it dropped a massive creature, even taller than Emile. Crying out in surprise, Pinkie jumped out of the way as it landed on the glass canopy, and raised one of its arms. From its wrist sprouted a brilliant beam of light, and the monster was just about to swing the blade down into the glass when the canopy exploded outwards, flipping the monster head over heels and causing it to land just in front of Pinkie, on the platform just beside the controls.

Pinkie looked down at the monster, observing its pitiful attempts to rise, despite the gaping wound in its chest. Emile then emerged from the control chamber, cocking his shotgun before placing the barrel flush against the Elite's head. Then, before Pinkie could turn away, Emile pulled the trigger, painting the platform with the Elite's brain. Pinkie screamed, but Emile's only reaction was to cock his shotgun again, before shouting defiantly to the heavens, "WHO'S NEXT?"

Looking up at the Spartan, Pinkie's eyes widened. She reached a hoof out to Emile, shouting a warning at the top of her lungs, but it was too late. From behind Emile came yet another of those monsters, this one armed with a longer, double-edged version of the glowing blade. Pinkie could only watch as the sword was plunged into the Spartan's chest. Wrapping one hand around Emile's neck, and using the other to fully impale Emile upon the glowing blade, the Elite lifted Emile bodily into the air. This did little to deter the Spartan, however, as he lifted a hand to clutch at the kukri strapped to his shoulder.

Unsheathing the knife, Emile twisted around in the Elite's grip, as the monster withdrew the sword in preparation for the killing blow. Emile was faster though, as he lunged toward the Elite, roaring, "I'M READY!" He then sank his kukri into the Elite's neck, burying it to the hilt. "HOW 'BOUT YOU?"

With a firm grip on his kukri, Emile threw his weight to the side, rolling both himself and the Elite off the platform, down to the gantry below. The two rolled atop each other for a moment, each of them fighting for dominance. Eventually it was Emile who was victorious. He sat on the Elite's back, pinning the zealot facedown beneath him.

Not wasting any time, Emile ripped his kukri from the Elite's neck, sending a gout of purple blood to paint the metal beneath them. Raising the knife above his head, Emile brought the kukri down hard into the Elite's back. The zealot spasmed beneath him, feebly attempting to breathe through its mutilated throat. As the zealot began to bleed out, it cast its dying gaze upwards, but was only met with the ghastly vision of Emile's visor. The two froze in this position for what seemed like an eternity, each of their gazes locked, each of them waiting for the other to succumb to their wounds.

Eventually, the trauma became too much for the zealot, and Emile watched the life fade from his eyes, before it slumped over, dead. With the last of his strength, Emile pulled himself upwards from the Elite's corpse, before crawling over to the rail surrounding the platform. With a herculean effort, Emile rose into a sitting position, collapsing against the rail.

Throughout this entire display, Pinkie could only watch in horror, her mane growing straighter as she witnessed the brutality before her. As Emile finally managed to prop himself up against the railing, Pinkie slowly stepped over, carefully skirting around the Elite's corpse.

As Pinkie drew level with the Spartan, she looked down to his chest, and fought down a sob. There, on Emile's chest were two deep punctures, streaming blood. As she looked on, Emile lifted a hand in a vain attempt to stop the bleeding, but it was no use, his blood continued to flow through his fingers.

"E-Emile?" Pinkie said, moving closer to him. "Youâ€¦ You're going to be alright, won't you?" All cheer and happiness was gone from her voice, replaced with the terrified pleading of a child. "You were fine back in Equestria. You're gonna be alright here, right?" Emile seemed to ignore her pleas, wheezing heavily but otherwise remaining silent.

When he did finally speak, it was in a strained voice, with a wetness behind it that could only be attributed to blood pooling in his throat. "Covenant bastardsâ€¦ You took everything. You think you won." Slowly, he raised his head to gaze at the Elite's corpse. "But youâ€¦ You didn't win, did you?" He chuckled, but quickly was reduced to hacking coughs, before continuing in a strained voice, "Up against you, I won. You hear me Covie? I FUCKING WON!" This last shout proved too much for Emile, and he fell back, choking on his own blood. Pinkie stood a silent vigil, as Emile's breathing grew steadily heavier, until it eventually ceased. Finally, the hand clutching Emile's wounds dropped from his chest, falling limply to his side. Pinkie clenched her eyes shut, tears leaking down her face as she wished for this nightmare to end.

"They'reâ€¦ Watching our deaths?" Carter said worriedly. "That may be a bit too, err, graphic for them." The Princess looked to the Elements, frowning sadly at their suspended forms. Turning back to Noble, she gave an affirmative nod.

"Yes, I wholeheartedly agree. Unfortunately, it is the only way for you to fulfill your duties. You must know which of the Elements of Harmony is your charge, and when you do, you must defend her from danger with your very life.

"Why?" Said Emile, frowning. "What makes them so important?"

The Princess answered, "The Elements of Harmony make up the most powerful magical force in Equestria. In times of crisis, when an enemy that cannot be defeated through normal means presents itself, the Elements of Harmony are the only things that can save Equestria. Should you fail in your duty to protect the Elements, then all of Equestria would be put in danger."

"So, we're protecting your greatest weapon. But the question is, from what?" Said Jun, looking to the Elements in confusion. "If these six are some sort of super weapon, then what could possibly threaten them?"

Celestia shook her head. "While together the Elements are capable of defeating even the greatest enemies, alone each of them is only as strong as the average pony. They cannot spend every waking moment together, and it is in these moments of solitude that they are at their most vulnerable. It will be your job to act as their personal guard, to protect them from danger."

Kat nodded. "That makes sense, we had to rescue them from the Timberwolves after all."

"Exactly." Said Celestia. "Of course, these will not be your only duties as the Gaurdians."

The Spartans looked to Celestia in confusion. "What do you mean?" Carter asked.

"Waaaagh!" Rainbow cried, as she found herself suddenly in a free-fall. Immediately flaring her wings open, she righted herself in midair and soared upwards, narrowly avoiding a collision with the ground. Leveling out, Rainbow lifted herself up high in the air, observing the landscape below her. What she saw made her nearly fall out of the air in shock and horror.

Stretched out before her was a charred, desolate landscape. Cracked, dusty brown plains spread out before her, all traces of life and vegetation missing. As Rainbow lifted her gaze upwards, she saw that she was in fact in some sort of mountain range. All around her, tall, jagged spires of rock jutted upwards from the earth. Above the mountains, dark grey clouds blocked out the sun, leaving the world in a perpetual twilight.

Rainbow's observations were suddenly cut off as she caught sight of something in the edge of her vision, twisting around, Rainbow barely had time to dash out of the way as a large object zipped by her, leaving a ghostly blue trail behind it. Turning toward the object, Rainbow saw it to be some sort of machine. It was large, about the size of a chariot, and shaped like a widened teardrop. From its sides sprouted two stubby wings, terminating in bulbous pods, each of which was giving off the same blue light as the object's contrail. Lastly, the entire thing was composed of some sort of reflective purple metal, similar to an insect's carapace.

After recovering from the strange appearance of the object, Rainbow quickly felt her anger rise. She zipped after the machine, quickly coming level with it and scowling angrily. "What's the big idea, buddy?" She demanded. "What are you, where am I, and why'd you try to knock me out of the sky?"

If she were to be honest with herself, she would have admitted that she wasn't expecting a response, and was only looking for an excuse to pound this thing into scrap. What she certainly hadn't expected, however, was for a loud BOOM to suddenly echo through the mountains, and for one of the machines pods to suddenly explode in a shower of blue and purple light.

As Rainbow jerked back from the explosion, the object dipped drunkenly in the sky, attempting to rise again, when suddenly another shot rang out, causing the entire object to become engulfed in blue fire. As the debris from the machine began to fall towards the charred dirt below, Rainbows attention was focused on the source of the noise.

It had originated from her left, on one of the cliff faces, and as she turned towards it, she caught sight of a thin wisp of smoke trailing from the objects explosion down towards a particular ledge near the top of the mountain. Quickly flying over, Rainbow scanned it for any trace of where the trail may have originated. After a moment of searching, Rainbow suddenly caught sight of movement, and whipped her gaze towards it. At first she thought it was only her imagination, but another shifting movement made her eyes widen in realization.

There, crouching on the tip of the ledge was a bipedal figure swathed in olive green armor. Quickly flying closer, Rainbow was able to make out its shape in more detail. From the general shape Rainbow was able to identify it as one of the humans Carter had described back in the Library, and from the unique design and color of its armor Rainbow realized that this had to be Jun.

Rushing up to the Spartan, Rainbow was quick to bombard him with questions. "Jun! What the hay is going on? How did we get here, and how are you human again? Also, what was that big machine, and why'd you blow it up?" Unfortunately, Jun seemed incapable of hearing her, his only response being to lift the object he was holding, a long, narrow object whose purpose Rainbow could only guess at.

Frustrated at the Spartan ignoring her cries, Rainbow flew directly in front of Jun, hanging in the air in the center of his vision. "Come on, Jun!" Rainbow shouted, raising her voice. "Tell me what's going on!"

Jun finally seemed to react to Rainbow's shouting, lowering his rifle and muttering, "Shit." Rainbow, confused, looked down at herself, before turning around to follow his gaze. Her jaw dropped.

Down the slope of the mountain, near a deep impression in the ground that may have once been a lake, was a massive assembly of more of the purple metal machines. Accompanying them were hundreds of strange creatures that from her position up on the cliff Rainbow was unable to make out in detail. It didn't take long for Rainbow to realize that they were coming for Jun, and she looked back to the Spartan, before gasping in surprise.

Jun was gone.

Whipping around, Rainbow searched desperately along the cliff face for Jun. "Where'd he go?" She said exasperatedly. As if in answer Rainbow suddenly heard the sound of shuffling rock from beneath her. Looking down, Rainbow quickly realized that Jun was sliding down the cliff face, clutching the rifle in one hand, while using the other to balance against the cliff.

Rainbow stared at his descending form in surprise for a moment, before shaking her head and diving down after him. Her speed quickly allowed her to catch up with his falling form, and as another ledge

approached, this one covered by some sort of shelter, she saw Jun slip through a hole in the roof, before following him inside.

The shelter was small, barely big enough to contain both Rainbow and Jun, the Spartan having to duck slightly to avoid tearing a hole in the brown mesh that made up the shelter's walls and roof. On the far side of the shelter from the cliff was a wide opening in the mesh, large enough to provide a panoramic view of the valley beneath the mountain. Finally, beside the window was a small foldout chair. As Rainbow took in these details, Jun strode over to the chair, sinking into it and causing it to nearly collapse from the strain.

Lifting his rifle, Jun maneuvered it out the window of the shelter, before aiming down the edge of the mountain. Carefully, Rainbow crept up to the window as well, leaning over the side to follow his gaze. Beneath them, the army had reached the base of the mountain, and was already beginning its ascent up a large winding path in the mountain's side. Rainbow then noticed that several more of the flying craft had separated themselves from the group, and were soaring upwards at a much faster pace.

Rainbow heard Jun mutter, "More damn scouts." as he adjusted his aim to track the approaching fliers. Rainbow watched in fascination as Jun carefully squeezed the trigger of the rifle, before an enormous BOOM accompanied Jun's first shot. His aim proved true, as he hit the cannon mounted beneath the craft, causing it to erupt in a flash of green, blue, and purple light. Rainbow meanwhile had her hooves clasped over her ears in an attempt to soften the rifle's deafening report.

Calmly ejecting the spent clip and slamming in a fresh one, Jun racked the bolt of his rifle before leveling it on the next craft. For the next few minutes, Rainbow watched in morbid fascination as Jun brought down each of the flying craft, lighting up the ashen sky like a grim fireworks display.

When all of the flying craft had been destroyed, Jun ceased his constant fire, reloading his last clip as Rainbow hesitantly removed her hooves from her ears. She watched as Jun once again peered over the edge of the cliff, and copied his motion. While Jun had been dealing with the scouts, the rest of the army had made quick progress in scaling the mountain, and were now roughly halfway up towards their position.

After taking a moment to mark their position, Jun stood up from the chair, holstering his rifle and stepping past Rainbow toward the left wall of the shelter. Then, in one fluid motion, he gripped the mesh of the wall with both hands, before tearing it down, forming a hole large enough for him to fit through. The Spartan stepped through the hole, and Rainbow was quick to follow.

Outside the shelter, Rainbow saw that the ledge actually continued along the edge of the mountain, narrowing into a strip just barely large enough to fit the Spartan. As Jun began carefully making his way across the ledge, Rainbow simply took to the air, watching as Jun inched along the ledge. Meanwhile the army made even more progress towards the summit.

After about a minute of slinking along the edge of the cliff, Jun suddenly stopped, before looking down the edge of the cliff.

Following his gaze, Rainbow saw that they had arrived above some sort of large metal structure, though from her angle above it Rainbow was unable to determine its exact shape.

Whatever it was, it was no more than thirty feet below them, so Jun simply leapt off the edge of the cliff, before landing solidly. Without so much as a pause, Jun once again leapt down from the metal structure, falling another forty feet before landing into a roll. Rather than follow his motions, Rainbow simply swooped down to land next to him, before turning to inspect the structure in more detail.

It was huge, fifty feet tall and twenty feet wide. From just a glance Rainbow was able to determine its purpose: It was a door. A giant, metal door that was currently sealed shut.

Turning back to Jun, Rainbow saw that the Spartan was standing stock-still, mere feet from the edge of the cliff. She watched curiously as he simply stood there, not moving, simply waiting for something. Trotting over, Rainbow slipped past Jun and looked over the edge of the cliff.

Rainbow gasped as she saw that the army was drawing ever closer, now mere minutes away from reaching their position on the cliff. Then, as she watched, five figures suddenly shot into the air, quickly ascending above the others. As they drew closer, Rainbow was able to make them out more clearly. They were large, even larger than Jun, and like him were fully encased in armor. Four of the figures wore white colored armor, with helmets that fully encapsulated their heads behind blue visors, while the fifth bore red armor, whose surface was lined with lines of glowing blue and included a helmet that while not covering the entirety of the creature's face, included a large headdress. On each of the figures' backs were strange contraptions that emitted a similar blue light to the fliers, most likely serving to propel them up the surface of the cliff.

Within seconds the figures were mere feet from the ledge Rainbow was now standing on, and she leapt back to avoid them as they suddenly burst over the side of the ledge. Jun reacted immediately, raising his rifle and firing a quick shot, burying a round in one of the white-armored figures skulls. Without hesitation, Jun adjusted his aim and fired again, landing a headshot on another white figure.

As both of the white-armored figures dropped from the sky, Jun was about to aim towards the next when he saw that the red-armored figure was dropping directly onto him, forcing him to dive out of the way as it landed, burying a glowing blade of energy into the ground Jun had occupied moments before.

Leaping to his feet, Jun lifted his rifle and was about to end the red figures life when another of the white figures landed just beside him, leveling a rifle of its own towards the Spartan. Jun immediately ducked as the creature pulled the trigger, spraying blue plasma just above the Spartans head. Bringing the rifle up again, Jun leapt forward and pressed the end of the barrel flush against the white figures throat, before pulling the trigger.

The bullet flew from the barrel of the rifle and into the figures neck. The force of the bullet served to tear the figures head from its shoulders. The severed head flew spinning into the air, as a

fountain of purple blood erupted from the stump of the creature's neck. For a moment, the figure's body seemed to remain in a standing position, when suddenly all traces of life left it as it collapsed onto its side.

Whipping back towards the red figure, he found that it was already charging towards him, its sword held aloft in preparation to strike. Thinking quickly, Jun lifted his rifle and fired a single shot, blowing the sword out of the figure's grasp and forcing it to clutch its bleeding hand, howling in pain and rage.

Dropping the spent rifle, Jun was about to reach for his sidearm when a massive force suddenly slammed into his side, knocking him off his feet and causing him to land harshly on his back. Immediately upon landing a large weight suddenly pressed itself on Jun's chest, and he looked up to see the final white-armored figure straddling his stomach, one arm raised as a small beam of plasma erupted from its wrist. As the figure brought the blade down to impale his head with the glowing energy, Jun instinctively ducked to the side. Then, as the figure's gauntlet buried itself into the ground beneath them, Jun fluidly grasped the knife on his shoulder, spun it into a reverse grip, and lunged forward, burying it into the figure's neck. Jun then ripped the knife back, tearing it from the figure's throat and leaving only a jagged, bleeding slit behind.

As the figure's eyes widened in shock, Jun bucked his hips, throwing the figure to the side where it landed on its back, clutching at its throat in a feeble attempt to stop the purple blood gushing from its mangled throat. Rolling to his feet, Jun calmly drew his sidearm before ending the figure's misery with a single shot to the head.

Turning back to the final, red-armored figure, the Zealot, Jun saw that it had observed this display with seething anger, but had yet to move from the spot where Jun had disarmed it. From his position, Jun and the Zealot now stood roughly ten paces from each other, and calmly raised his pistol. In response the Zealot clenched its uninjured fist, and a glowing beam of plasma sprouted from its gauntlet. The two stood silently for a second, before erupting into action.

The Zealot acted first, lunging toward Jun with murder in its eyes, and Jun responded by opening fire, peppering its figure with shots, only for them to be deflected by a shimmering shield that surrounded the Zealot's form. Jun fired five shots before the shield finally shattered, and fired the sixth towards the figure's head before the Zealot suddenly reacted, whipping its gauntlet up in an attempt to deflect the bullet. Instead, the shot impacted at the base of the blade, slamming into the projector and causing it to erupt in blue light, the blade dissipating moments later.

Realizing quickly that its gauntlet was disabled, the Zealot continued its charge, before ducking down and slamming its head into Jun's stomach, tackling the Spartan and sending him rolling along the dirt. Jun suddenly found himself on his stomach, his shields shattered, and was about to push himself to his feet when suddenly a massive force slammed down hard onto his back. A sickening CRACK filled the air as Jun felt a fiery pain engulf his lower body, before just as soon as it arrived, the flame was snuffed out, leaving only a cold numbness behind.

The Zealot lifted its foot from the Spartan's shattered spine, grinning wickedly as it adjusted its aim, before slamming its foot down again, this time onto Jun's skull. Jun's head was driven hard into the dirt as he felt his skull rattle around in the confines of his helmet; a series of spider web cracks appearing in his visor. The Zealot didn't pause, however, and repeated the motion, brutally crushing the marksman's head beneath its boot. After three brutal curb stomps, Jun's helmet had been reduced to a dented, mangled mess, and the Zealot stepped back from Jun's prone form. Then, reaching down, the Zealot wrapped its claws around Jun's neck, before tossing him towards the edge of the cliff.

Throughout this entire ordeal, Rainbow had stood to the side, her eyes wide in horror at the spectacle before her. When she had heard the _CRACK_ as Jun's spine had been broken, Rainbow had winced as she fought the urge to retch. As the Zealot had proceeded to trample Jun's skull, Rainbow had cried out desperately for him to stop, but her cries were in vain. Now, she watched as Jun landed on his back, skidding a few feet before finally coming to rest near the ledge. She watched with growing horror as the Zealot began striding toward Jun, when to her and the Zealots surprise Jun began to move.

Slowly, Jun lifted his left hand to grasp at the lip of his disfigured helmet, before slowly lifting it from his head. As the helmet fell from Jun's grasp and rolled to a stop a few feet away, Rainbow gasped. Jun was a mess, his entire head covered in bruises and his left eye nearly swollen shut, as blood dripped from both a broken nose and several deep cuts into his hairless scalp. As Rainbow and the Zealot looked on, her in horror, and the Zealot in interest, Jun turned his head to the side to spit out a mixture of saliva, blood, and teeth before turning his gaze to the Zealots. Slowly, Jun propped himself up on his elbow, and his right hand lifted to reveal that Jun had somehow managed to keep a hold of his pistol, which he now pointed at the Zealot in a shaky grip.

The Zealot chuckled, then spoke in rough, guttural English, "You have one shot, Demon. One shot, and then I will kill you, and my brothers will enter this base."

To the Zealots surprise, the Spartan chuckled in response. "One is all I need." Jun said, before aiming the pistol, his grip now perfectly steady, and firing a single shot.

**BOOM**

Both the Zealot and Rainbow staggered as a massive explosion caused the mountain to quake sharply. Whipping towards the source of the explosion, Rainbow saw that rather than shooting the Zealot, Jun had instead aimed at something roughly a hundred feet above the door. Upon impact, the bullet had detonated the target, and was quickly followed by a chain of explosives that ran in a line across the surface of the mountain.

Rainbow looked on in horror as chunks of the mountainside began to break off from the cliff, quickly forming into a massive landslide, and headed straight toward the ledge that they now stood on.

Time seemed to slow down, as the falling boulders grew closer. Rainbow's wings instinctively flared open, lifting her into the air

and away from danger. Below her, the Zealot howled in rage as he leapt towards Jun. Before he could reach the Spartan, however, the rockslide reached them, and they were swept under a rolling wave of rubble.

The landslide didn't stop there, however, as it continued down the side of the mountain, growing larger as it went, and the climbing army could only look on in horror as they were engulfed beneath the jagged tide.

Rainbow watched as the entire battalion was buried beneath the rockslide, and when the dust had finally settled, she turned her gaze back towards the ledge that had held her and Jun. It was completely covered by rubble, and the door as well was hidden beneath a gigantic mound of debris. As Rainbow looked on at the destruction wrought by Jun's sacrifice, she felt bitter tears begin to make their way down her cheeks.

"While protecting the Elements is your primary role as the Guardians," Celestia said, regarding each of the Spartans in turn. "You will also be expected to protect Equestria from any and all major threats, including those where Elements may not be necessary." Noble Team turned to each other, before giving the Princess simultaneous looks of uncertainty.

"Such as?" Carter prompted. The Princess frowned sadly, her eyes taking on a world-weary expression.

The Princess looked again to the Elements, her brow furrowing with worry as she regarded her Faithful Student. Sighing, Celestia turned back towards the Spartans and said, "We cannot discuss it here. I cannot risk my subjects overhearing us."

"Oh, come on!" All eyes turned to Emile, as the Spartan fixed Celestia with a look of frustration. Carter made a motion to shush the Warrant Officer, but Emile ignored him. "You drag us all the way here and put us through this little lightshow." He snarled, gesturing to the Elements. "And now that we're here we have to wait even longer to find out the whole truth? Just tell us, and screw your damn subjects!"

For a moment, Celestia looked outraged, her eyes narrowing and her anger flaring with all the heat and intensity of the sun. Emile was unimpressed however, only continuing to stare down the enraged Goddess. The rest of Noble looked between the two, subconsciously tensing in preparation for a second round with the Sun Princess.

But then the moment passed, and Celestia's anger died, her anger fading as fast as it had come. "You are right." She said morosely. "You do not deserve to have the truth withheld from you for a moment longer." Her expression darkened. "But what I have to tell you is something that absolutely cannot be revealed to anypony without my consent. It is a national secret, one that if revealed could tear Equestria apart."

Carter quickly rushed forward, placing a hoof on Emile's chest to push him back as he responded, "We understand, Princess, and we can wait until we have some privacy." Emile grumbled from behind Carter, but made no argument.

Celestia looked towards the Commander gratefully, before nodding. Suddenly, each of the Elements let loose a terrified, bloodcurdling scream. The magical force suspending them in the air lifted, and the six mares slumped to the floor, each of them giving a small grunt of shock and pain.

Immediately, Celestia and the Spartans rushed towards them, as the shell-shocked mares rose shakily to their hooves. Twilight was the first to recover, shaking the blurriness from her vision, before turning her gaze up to see the Celestia and the Spartans regarding her with concern.

"Ugh, Princess?" Twilight groaned. "What happened? I thought I sawâ€ Carter!" Twilight suddenly shot up, zipping over to the Commander, her expression filled with worry. "Are you alright? I sawâ€ I was in the flying machine, and-" She was cut off as Celestia set a hoof on her shoulder.

"Calm yourself, my Student." Celestia said, a warm smile gracing her features. "What you saw was a vision." She steered Twilight towards the other Elements, each of them displaying a different reaction. Applejack was on her hooves, attempting to look confident, and failing. Rarity was trembling, and her expression clearly displayed that she was shaken to her core. Pinkie was still pulling herself to her hooves, her mane hanging limply in front of her face. Rainbow Dash was breathing heavily, attempting to nonchalantly wipe her eyes with a hoof. Lastly was Fluttershy. The Pegasus was curled up into an impossibly tight ball, her back rising and falling with tortured sobs.

Celestia looked to the Elements, and her smile fell. "I am so sorry, My Little Ponies." She said sullenly. "But the Legend of the Guardians was clear, that you had to see theirâ€ demise. I hope that you can forgive me." The mares nodded, each of them assuring the Princess that she was not to blame, before turning to Noble; moving to approach the Spartans.

Pinkie was the first to act, launching into Emile and wrapping her hooves around his neck in a massive hug. "Oh, Emilio! I was so worried! I saw that you were shooting the big cannon thingy that looked like fireworks and then you got hurt by the big meanie alien thingy and then you yelled at it and you were hurt and I was so scared! But now you're here and okay and I can throw you a "Hooray, I'm not dead" Party!" Pinkie said all of this in one breath, and roughly in the span of a few seconds.

Emile looked tiredly from Pinkie to the Princess. "Can I trade with someone? Anyone?" The monarch only chuckled in response.

Applejack then approached Jorge, a stern expression on her face. "Ya dern fool!" She snapped, smacking the massive stallion in the chest. "What'd ya hafta go an' blow yerself up for?"

Jorge looked sadly to the orange mare. "I destroyed an entire Supercarrier in that blast. I was saving the planet." He looked sadly to the other Spartans. "At least, I thought I was."

Carter and Twilight each regarded each other awkwardly for a moment. Thankfully, the silence was broken by Carter. "So, you saw me crash the Pelican?" When Twilight nodded in response, Carter gave a small

smile. "Well then, it'll be an honor to serve you, ma'am." He gave Twilight a salute, and Twilight grinned in response.

Rarity and Kat were now regarding each other curiously. Rarity was still shaken from her experience in the vision, and Kat was debating whether to press her for details. She had just witnessed Kat's death, an opportunity Kat herself was never given. On the other hand, whatever Rarity had saw had obviously disturbed her, so Kat simply settled for resting a hoof on Rarity's shoulder. "Are you alright? What's wrong?" Kat was honestly confused, she had seen Kat's death, sure, but from what she had been told it was apparently quick, clean, and Noble hadn't even had to leave her body behind, so what had shaken her so?

Rarity was silent for a moment, staring into space, but Kat's question served to shake her out of her daze. "Thereâ€¦ there was some sort ofâ€¦ light, in the sky. It was like a second sun, and it came down, directly onto me, and-" Rarity stopped, unable to continue and Kat bowed her head in sympathy. Witnessing a glassing wasn't pleasant. Being directly underneath one, feeling that much destruction heading straight toward you, as you stood helplessly in its path? That was unbearable.

Giving Rarity's shoulder an encouraging shake, Kat said, "Well, you're safe now, and from now on, it's my job to make sure you stay that way, alright?" The pearly Unicorn looked to the Spartan, and smiled gratefully.

Rainbow stepped over to Jun, looking at the marksman and scratching the back of her head awkwardly. "I, umm, saw what you did." She said, unable to meet the Spartan's gaze. "It was reallyâ€¦ awesome."

Jun grinned at Rainbow's statement. "Well, what else was I supposed to do with an antitank mine and ten pounds of C-12?" He chuckled, and the tension within Rainbow broke as she joined him.

As each of the members of Noble Team grew acquainted with their new charges, Six inspected each of them, before looking to her own with a sigh. _Poor thing._ Six thought, observing the cowering mare before her. _Couldn't have been easy, a frail little girl like her seeingâ€¦ that._ Resolving to help the mare recover from seeing her ratherâ€¦ harsh demise, Six marched over to Fluttershy and placed a hoof gently on her side.

Immediately Fluttershy reacted, looking up at Six with an expression of absolute horror. "Don't hurt me! Pease! I don't want to die!" She jerked backwards, away from the Lieutenant, backing away quickly.

Hoping to ease the tension, Six gently reached a hoof out to the Pegasus. "Listen, I-"

"PLEASE JUST STAY AWAY!" Fluttershy screamed, before turning towards the cavern's entrance and bolting through, zipping down the tunnel and disappearing into darkness.

Silence descended upon the chamber as the assembled ponies watched the terrified mares escape. Slowly, all eyes turned to Six, who sighed deeply.

"We have a problem."

Author's Note: Well, it's finally here! I finally worked through writer's block, after averaging only about 100-200 words a day, I have found my muse! Well, partially anyway. I'm still having trouble staying on this one story, as multiple more ideas are still threatening to burst forth from my head. So, I will be going back to my other stories, including my ones on , as I work on the next chapter. Hopefully the variety will keep me from being stuck like this again.

Also one last thing, you're all probably wondering why I didn't include Six's death here. That is because I have already done an entire fic on that, which can be found here:
s/8278638/1/Lone-Wolf-Sixs-Tale

Anyway, I hope you all enjoyed this chapter, and I'll see you in the next one!

8. Her Personal Grim Reaper

Fluttershy sped through the tunnel, the oppressive darkness doing little to deter her, for it was nothing compared to the horror that she had left behind in the crystal chamber. That vision, the battle, the blood, it was too much. The monsters she had seen, the bloodshed, burned itself into her mind despite her attempts to banish it. The worst of it though, was Six. The monsters fought with such a terrible rage, and as terrifying as it was, it was nothing compared to the faceless monstrosity that was the Spartan. The cold, emotionless air with which she wiped out the monsters, it was far more terrifying than they could ever be. Even the little ones, who fled screaming in terror, were subjected to her rampage.

She was completely indifferent, a machine whose only purpose was to kill. It wasn't until the one fateful bolt impacted on her helmet, that she showed any emotion, ripping the helmet off with a terrible howl of rage. Fluttershy had been doing her best to block out the carnage around her, but that call, that animalistic roar, had forced her eyes open, her caring nature unable to ignore the agony of its source. That was when she saw her, the Spartan in all her lethal glory.

What followed was too much for her to bear, but something, be it horror or simply morbid curiosity, kept her gaze locked on the scene before her. As each of the monsters was cut down, one after another, Fluttershy could only look on in a terrified stupor.

When the last of the monster had fallen, and the Spartan paused to breathe, the trance that had taken hold of Fluttershy was broken, and she collapsed. She shut her eyes, stemming the flood of tears that had previously been streaming down her muzzle. She wrapped her hooves around her head, fighting to deny the carnage that she had just witnessed, when another sound forced her eyes open yet again. Looking up, Fluttershy failed to hold back the sob that had been threatening to break free.

Before her was Six, suspended in the air by another of the monstrous figures. As the figure retracted the sword and the two opponents began their final words, Fluttershy looked on, their words muted

compared to the rapid pounding of her heart.

When the end came, and the two warriors disappeared in a flash of blue light, Fluttershy finally succumbed to her anguish, and fell into blissful unconsciousness.

Fluttershy blinked heavily, shedding a few glittering tears as she flew blindly toward the tunnel's exit. Finally, a light began to permeate the darkness before her, a beacon of hope that spurred her on with all her feeble might.

Then, she was clear. Bright, beautiful sunlight poured through stained-glass windows, bathing her surroundings in a soft, ethereal light. Fluttershy looked around her, allowing herself a sigh of relief, and smiled.

Her smile disappeared, however, when she was struck by the thought, "What do I do now?"

"Fluttershy, wait!" Rainbow called after the fleeing Pegasus, lifting into the air to follow. When suddenly she was halted by a calm voice behind her.

"Stop." Rainbow turned to find Noble Six, the Spartan looking to her with her usual expressionless gaze. "Don't go after her." Six continued, brushing past the confused Pegasus. "Let me handle this."

Rainbow huffed indignantly. "Yeah right! She needs help, not to be scared out of her wits again." Rainbow made to fly past the Spartan, but was knocked out of the air by a soft blow to her side. Before she could push herself to her hooves, the Lieutenant calmly pinned her to the ground with a hoof to her side.

As Rainbow glared up at the Spartan, ready to give her retort, Noble Six silenced her with a look. "This between me and her. She's scared of me, and I'm the only one who can change that. Stay here, I'm going to find her."

"To Hay with that!" Rainbow growled, struggling under the Spartan's hold. "She needs her friends!" Turning to the other Elements, she continued, "Guys, help me out here! We don't need Six to scar Fluttershy for life!" Seeing her friends' uncertain glances, Rainbow's eyes widened in shock. "Are you kidding me! Look at what she did to her!"

Applejack stepped forward. "Listen Sugarcube, Ah think Six's right here. Fluttershy looked scared'r than Ah've ever seen her. We don't rightly know what she saw, but Six does. Ah believe Six when sh'says that she wants to help Fluttershy." Rainbow looked from Applejack to each of her friends in turn, and then to the Spartans and finally Celestia. Seeing none of them objected to this logic, she gave a huff of irritation.

"Fine." Looking to Six, she nodded and the Spartan calmly stepped back to allow the Pegasus to stand. Once back on her hooves, Rainbow quickly rounded on Six. "I'm giving you one chance. But if she is still scared of you, I'll personally make sure you never get close to her, understand?" Six gave a solemn nod of confirmation, before marching towards the exit, proceeding slowly until she was swallowed

up by darkness.

Fluttershy fearfully crept through the early-morning halls of the Castle. Occasionally, she would hear the steady _clip-clop_ of an approaching guard or servant and would dive behind the nearest tapestry or statue. Once the coast was clear, she would silently sneak out and continue her aimless march.

As Fluttershy continued through the Castle, her thoughts were a jumbled mess of conflicting fears and sympathies. She could feel for Noble Six, seeing her face such immeasurable odds and yet press onwards was an archetype of bravery that Fluttershy could never even hope to be, yet the sheer brutality of her actions and the expressionless stupor with which she carried them out left Fluttershy with an ache in her heart and a quiver in her stomach. Despite popular belief, Fluttershy didn't believe in monsters. Creatures that would gladly eat somepony just to fill their bellies, sure, but truly evil beasts? She denied it, maintaining the belief that evil creatures were made, not born.

So what had created Six? What terrible circumstances had lead to the creation of somepony so dead inside, so terrifyingly blank that she seemed not only unaffected by bloodshed, but she seemed to disregard it altogether? Fluttershy was terrified of Six, that much was obvious, but something about the Spartan also roused a strange curiosity within her, as well as a maternal instinct that begged her to offer the Spartan some form of comfort. These two warring emotions caused Fluttershy to sit back on her haunches and wrap her hooves around her head, rubbing her temples in an attempt to quell the resulting headache.

Suddenly, from behind her, she heard a loud, authoritative voice shout, "Hey! You're not meant to be here!"

The assembled ponies regarded Six's retreating form with a mix of curiosity and worry. Celestia in particular held an expression of concern. If the Guardians and the Elements were incapable of working together, then Equestria was surely doomed should the need for either of them arise. What was worse, if there was this much tension between the two already, Celestia had no idea how they would react to her next proposal.

As Celestia pondered how best to proceed, she observed the assembled ponies before her. She first looked to Rainbow Dash, and was relieved to find her speaking with Jun, who was speaking solemnly about the Lieutenant, assuring her that she was indeed acting with Fluttershy's interests at heart.

"Trust me. Six may be a bitâ€¦ cold, but she puts the mission before anything else, and right now, keeping your friend safe is her mission." Jun finished, resting a hoof on Rainbow's shoulder, only for it to be roughly shaken off.

"I don't want her to protect Fluttershy because it's some sort of job for her!" Rainbow growled, rounding on Jun. "Fluttershy needs somepony who will be her friend, not some sort of bodyguard!"

"Well that may be, but in case it isn't obvious," Jun gestured to the monoliths, "we don't really have a choice here. The best we can hope for is to make the best of this." Rainbow looked uncertain, and Jun

sighed before continuing, "Look, I wouldn't worry about her right now. In case you've forgotten, you and I are stuck together, just like those two. Don't you think we should, I don't know, discuss this?"

Rainbow looked to Jun confusedly, "What's there to discuss? You're pretty cool, and now we've got each other's backs. Simple." Jun could only gape at Rainbow's bluntness, her ability to reduce such a complex issue to one sentence.

Finally, Jun found his voice. "There's a bit more to it than that. And what do you mean we've got _each other's_ backs?"

Rainbow cocked her head curiously. "What do you mean, what do I mean? It's your job to keep me safe, and my job to keep you safe. That's all."

Jun huffed indignantly. "That's not how it works. _I_ protect _you_, not the other way around. I'm your bodyguard, and you're my charge. Period."

Rainbow chuckled. "To Hay with that! I don't need any bodyguard! I'm not some damsel like Rarity!" Rainbow struck an impressive pose, and Jun rolled his eyes. _Ah well. I can deal with this later._

Any further conversation was halted as Celestia stepped forward. "Excuse me, everypony. I believe that there is one more issue we must address." All eyes turned toward the Princess, and she continued, "If the Guardians are going to be any sort of use protecting the Elements, then they will need to be situated within Ponyville as soon as possible."

Carter looked to the Princess with confusion. "Then what's the problem?"

Celestia turned to address the Commander. "The problem, is that there is nowhere for you to stay. I fully intend to induct you into the Royal Guard, but there is no Guard Barracks in Ponyville, and all my previous attempts at having one installed have been stalled within the Parliament."

Applejack balked at this revelation. "Wait, yer tellin' me that we coulda' had Royal Guards in Ponyville fer years, but just 'cause some old ponies in Parliament say no we've been havin' ta fight fer ourselves?"

Celestia nodded sadly, before continuing, "I am afraid so. The nobles in Parliament have been unwilling to pass the bill, as it would prove to be quite costly, mostly due to the fact that it would mean moving members of the Royal Guard there as well. However, now that Noble Team is here, I hope to make some headway in getting the bill passed. The Guardians must be close enough to protect the Elements, and a barracks in Ponyville would be the only viable option."

Kat cocked her head confusedly. "But wouldn't it still take weeks just to get the bill passed, not to mention actually having the barracks built?"

Celestia nodded again. "Yes, exactly. Therefore, until the barracks has been approved and constructed, I propose that Noble Team stays

with each of you." This was met with expressions of surprise, and Celestia continued, "It is the only way for Noble to remain in Ponyville while simultaneously remaining close enough to protect each of the Elements at a moment's notice." This was met with a moment of silence, as each of the Elements considered this option.

Pinkie Pie spoke up first. "I don't know, Princess. The Cakes already rent out one of their spare rooms to me, I don't know if they'd let Emilio stay there for free."

Applejack nodded. "Yeah, y'can't expect us to take in somepony outta the blue like that. I don't know if Sweet Apple Acres can afford takin' in another mouth t'feed, 'specially a big feller like Jorge." Applejack looked to the Spartan with a sheepish expression before adding, "No offence, o'course." Jorge chuckled, waving her off with a hoof.

Celestia shook her head at their objections. "I had no intention of dropping Noble Team upon you girls without any form of compensation. Of course you will be given a reimbursement for taking in the Guardians." Celestia turned toward the Spartans before adding, "That is if they hold no objections to this arrangement?"

Carter looked to each of his teammates, gauging their reactions to this proposal. Kat and Jun looked indifferent, Jorge looked satisfied, and Emile, though clearly reluctant, seemed to accept this as the best possible solution. Turning to the Princess, Carter nodded and said, "As long as the Elements hold no objections, we agree."

Celestia smiled, and turned to the Elements to see their reply. Twilight and Rainbow gave nods of approval. Rarity hesitated, eying Kat carefully, before doing the same. Lastly, Applejack and Pinkie Pie regarded the Spartans, appearing deep in thought. After a few moments, Pinkie nodded happily, and slowly, Applejack copied her motion.

Satisfied that the situation had been resolved, Celestia grinned. "Excellent, now all we need to do is run this by Fluttershy and Noble Six, and we may move forward. I only hope that the Lieutenant is able to quell her fears."

"I said, you're not supposed to be here!" The guard growled, glaring down at Fluttershy's quivering form. "State your business for being in the Castle, now!" Fluttershy was unable to answer, her terror smothering her voice and forcing her to curl up further in a pointless attempt to hide.

"Well?" The guard said, his professional demeanor offering no respite for the frightened mare before him. "I'm going to have to ask you to come with me. We can discuss the nature of your trespass in the dungeons." Fluttershy could only whimper intelligibly in response, and the guard stepped forward to subdue her, when he was suddenly stopped by a cry of "Stop!" coming from behind him.

Turning toward the source of the cry, the guard found himself face to face with his own reflection. After a second of confusion, the guard looked past his image to observe the grey, helmeted figure before him. The first thing he felt was confusion. The voice he had heard was definitely feminine, yet the pony before him was as tall as he

was. This confusion was quickly dashed however, as the mare continued, "Stand down, soldier. She's with me."

The guard scanned the mare's form for a moment, before he answered gruffly, "And just who the buck are you?"

The mare gave what he guessed to be a dismissive look from behind her visor, and responded, "Lieutenant Noble Six. I'm the Element of Kindness' escort." Six gestured to Fluttershy, who was now staring wide-eyed at Six, frozen in horror and bewilderment.

The guard drew back in surprise at Six's assertion, glancing at Fluttershy in shock. To Six's dismay, his surprise soon gave way to suspicion. "A likely story. You don't look like a guard to me, and I very much doubt one of the Elements would be wandering the Castle alone." He stared pointedly into Six's visor with this statement. "I'm going to have to contact my Commander about this."

Six gave an audible huff of irritation. "I'm under orders of Princess Celestia herself, so, if you would like to waste both her time and mine and continue to assault this innocent mare, then go right ahead. I'll make sure to be present at your court-martial."

The guard cringed at this proclamation, stepping back and looking from the Lieutenant to Fluttershy uncertainly. After composing himself, he fixed the Spartan with a hard glare, searching for any signs of deception. To his disappointment, Six's masked gaze was unyielding, and he soon found himself quailing under her stare.

"A-All right, I guess that checks out." He looked to Fluttershy, and continued, "Sorry for the misunderstanding ma'am. In the future, please stay with your escort. We wouldn't want to confuse you for some delinquent." Seeing Fluttershy's slow nod in response, the guard returned the gesture, before turning tail and rushing out of the room as quickly as his fractured pride would allow.

Fluttershy watched the guard leave, feeling equal parts relief and dread from his departure. Once the guard had disappeared around a corner, she slowly brought her gaze back down to the floor, unable to look at the mare who had saved her from imprisonment.

Six regarded Fluttershy's cowering figure for a moment, before trotting up to her, her approach causing the mare to give a squeak of terror. Rolling her eyes, Six reached down and carefully placed a hoof beneath her chin. Fluttershy flinched at the contact, but Six gently murmured, "Look at me." The command forced Fluttershy to lift her gaze to meet the reflective visor, and she felt the start of tears begin to form.

Six was having none of that, however. "Stop crying." She demanded, releasing Fluttershy's chin and stepping back. The Pegasus nodded quietly, giving a small snuffle as she wiped her eyes with a hoof.

After giving Fluttershy a few moments to recover, Six addressed her again, "Your friends are waiting for you back in the chamber. Let's go." Unable to argue, and unwilling to resist, Fluttershy followed the Lieutenant as she turned and marched back through the halls towards the entrance to the Hall of Ghosts.

The next few minutes passed in silence, broken only by the steady hoofbeats of the pair marching through the halls of the Castle. To Six's relief, they encountered no guards on their way to the Hall of Ghosts, and all too soon they had arrived at the entrance to the tunnel. Six suddenly halted her march before entering the darkness of the tunnel, nearly sending Fluttershy stumbling into her. Quickly regaining her balance, Fluttershy looked to Six in confusion, only to quail under the Spartan's steady gaze.

"Before we go any further, we need to talk." It wasn't a question, or even a command, but a statement of fact, and Fluttershy found herself nodding in agreement. Six sat back on her haunches, and after an awkward moment of silence, Fluttershy got the message and sat down as well.

Six gave Fluttershy a stiff nod before beginning. "I'm assuming what you saw in there frightened you. That I frightened you." Six waited for Fluttershy to give a small mumble of confirmation before continuing, "I understand that what you saw might have beenâ€¦ scary, but you have to understand that what I did back on Reach was my only option. Those Covenant were animals, and I put them down like animals."

This statement proved to be a mistake. "You think that makes it right!" Fluttershy cried, her voice rising to within audible standards. "Animals in trouble need help, but you just fought them! Y-Youâ€¦" Fluttershy couldn't continue, tears once again springing to her eyes.

Realizing she would need to change her approach, Six sighed. "Alright, then think about me. My friends were dead, I was doomed, and the Covenant was about to overwhelm me. What happens when an animal is backed into a corner, with no chance of running?"

Fluttershy frowned. "W-Well, it attacks anypony, even if they're trying to help it. But why was fighting your only option? Why didn't you just run? Why'd you have toâ€¦ to k-" Fluttershy choked, unable to finish.

Six said nothing, only looking away from the Pegasus to regard the early morning sunlight streaming through the windows. Finally, she responded, "Do you remember what Carter said about SPARTAN-IIIs? About where we come from?"

Fluttershy nodded. "He said you were all orphans. Survivors from planets the Covenant invaded."

Six looked away from the window to look Fluttershy directly in the eyes, her inscrutable visor meeting Fluttershy's expressive orbs. "That's right. The Covenant took my family. Took my home. Took my life. When they took Noble, I decided then that I would take something back. They sowed their deaths with the lives they took, and I became their reaper."

Fluttershy's eyes widened as Six finished her speech. To think that somepony could lose so muchâ€¦ Fluttershy sucked in a shaky breath. Guilt at her treatment of Six, regarding her as just another monster, nearly reduced her to tears again. "I'm sorry." She finally choked

out, looking down to the floor. A hoof on her shoulder caused her to look up, to find Six regarding her, her head cocked to the left.

"You don't have to be sorry. I don't care if you're scared of me. I don't even care if you like me. All that's important is that you know that it is now my job to keep you safe. And that means nothing, not me, or anything else in this world, is going to hurt you, because I will not fail my mission. Do you understand?" Fluttershy gave a meek nod. "Good." Six released Fluttershy's shoulder, before turning toward the darkness of the tunnel. "Let's go."

Then, without waiting for Fluttershy's response, Six trotted forward into the darkness of the tunnel. Fluttershy watched her form become swallowed up by darkness, before hurrying to follow.

The Elements, Guardians, and Celestia mingled about the chamber, waiting patiently for Six to return.

"Arrgh, I can't TAKE IT ANYMORE!"

Well, most of them were waiting patiently.

"We've waited long enough; I'm gonna go find Fluttershy. She doesn't need Six, she needs her friends!" Rainbow hollered, lifting into the air in preparation for zooming off through the tunnel.

Realizing the situation was about to spin out of control, Celestia stepped forward. "Rainbow Dash, I understand that you are concerned for Fluttershy's well being, but you must place some trust in Noble Six. She-

"But why should we!" Rainbow demanded, glowering at the monarch. "Since she's come here all she's done is terrify Fluttershy, send Ponyville into a panic, nearly murdered you-

"Rainbow Dash!" All eyes turned to Twilight, who was now staring daggers at the Pegasus. "You will not talk to the Princess like that! She believes that Six will help Fluttershy, and I trust her judgment!" Twilight looked prepared to continue her tirade, but was stopped when the Princess walked over and laid a hoof on her protégé's shoulder.

"Twilight Sparkle, I am happy to know how much faith you place in me, but Rainbow is within her right to be wary of Six." Sending the mollified Pegasus a reassuring glance, she continued, "But what you must know, Rainbow Dash, is that Noble Six was chosen to be Fluttershy's Guardian for a reason. It is her destiny. We have to allow them to work this problem out on their own. I promise you, that you won't be disappointed."

Rainbow Dash continued to look unsure, but reluctantly bowed her head. "Alright. I'll give her one chance. One. Destiny or not, I won't let my friends get hurt." Celestia smiled warmly, and nodded.

Seeing that the situation had defused somewhat, Jun stepped forward. "Don't worry. I'm sure Six and Fluttershy are fine." Jun suddenly perked up, a smile forming on his lips. "Speak of the Devil."

Looking to Jun curiously, Rainbow followed his gaze, and saw Six entering the chamber. Her expression darkened, but quickly became relieved when she saw Fluttershy following close behind.

Zippering forward, Rainbow brushed past Six to lift Fluttershy into the air, scanning the Pegasus' form for any sign of damage. "Fluttershy!" Rainbow said urgently. "Are you alright? She didn't hurt you, did she?"

Fluttershy gave a reassuring smile at her friend's concern. "I'm fine, Rainbow Dash. Six didn't do anything, she just helped me find my way back here." Rainbow looked to the Spartan for confirmation, and was rewarded with a stiff nod.

Grinning sheepishly, Rainbow released Fluttershy, stepping back with a blush. "Right. Umm, great! Just as I expected!" Feeling glares from a majority of the room boring into her back, she quickly turned to Six and added, "I mean, uh, sorry. I shouldn't have doubted you."

Six shrugged. "It's fine." Turning to face Carter and Celestia, she continued, "What did we miss?"

"We discussed our housing situation." Carter responded. "Apparently we're each going to be staying with an Element." He turned to Fluttershy, adding, "That is, if you don't object to Six staying with you."

Fluttershy looked from Carter, to Celestia, and finally to Six, before gulping nervously. While she was no longer terrified of Six, it wouldn't be true to say the Spartan didn't scare her. But then Fluttershy thought back to Six's words. _Nothing, not me, or anything else in this world, is going to hurt you, because I will not fail my mission._ Mustering up her courage, Fluttershy nodded firmly, a determined expression on her face.

Celestia beamed, satisfied to see one of her subjects showing such spirit. "Excellent. Now that that's resolved, I'm sure each of you would like to return home. I will arrange a chariot to take you all back to Ponyville. Noble, I would like to speak with you in private, and you will then be taken to the Castle's Barracks. I'm sure you could use the rest."

The assembled ponies looked to the Princess in confusion, but it was Rainbow Dash who voiced her confusion first. "Wait, why aren't they coming with us? I thought you said they would be living with us."

Celestia shook her head. "While I do intend to have Noble stay with you until the barracks in Ponyville are built, there are still many things that must be done before Noble may take active duty. They must be sworn into the guard, trained,-"

"Whoa whoa whoa!" Emile exclaimed, glaring at the Princess. "We've been training since we were kids! Sending us back to basic would be pretty damn redundant, wouldn't it?" Around him, Noble gave murmurs of agreement.

Celestia frowned. "I observed during our battle that although you are

indeed formidable, you are too used to fighting as humans." She looked to Carter and Kat. "Of the two of you, only Noble Two attempted to use magic, and even then it was quite weak." Kat looked somewhat unsettled at this, but made no objection. "All of you could benefit from some training in fighting as a pony, to make the most use of your abilities. I propose a short, weeklong course to educate you on the basics, before deploying you in Ponyville, where you may practice what you have learned at your leisure."

Noble Team was silent, considering this offer. To Carter, the choice was obvious. Anything that made Noble a more effective fighting unit was worth consideration, and as he looked to the remaining Spartans, he could see they had much the same thoughts as him. Turning to the Princess, he gave an affirmative nod. "Alright, Princess. We accept your offer, and thank you for this opportunity."

The Princess accepted Carter's thanks with a nod, before gracing the Elements with a smile. "Excellent. Now, if you would kindly follow me, we will get you girls home." The Princess then marched back into the tunnel, her horn igniting to light the way, and the remaining ponies quickly moved to follow.

"Well, I'll see you in a week, I guess." Rainbow said, giving Jun a grin. The Spartan smiled back in return, and the two shared a mock salute before Rainbow hopped on the chariot, the other Elements doing the same after giving their Guardians their goodbyes. Then, the two Pegasi pulling the chariot lifted off, and within moments the chariot became a gradually shrinking shape on the horizon.

Noble Team watched the chariot leave, before turning to the Princess, awaiting further orders. "Now that that is settled," Celestia began, "please follow me. We have one more matter to discuss before I may allow you to retire." Celestia then trotted back into the Castle, the Spartans following diligently behind her.

Eventually, the Princess led Noble to a large set of doors, each of them reaching close to the ceiling and the image of a sun emblazoned upon them. On each side of the door stood two guards, their stoic expressions shifting only to look towards their Princess, preparing to follow any order given.

Celestia looked to the guards. "I wish to enter my quarters." She said simply. "These six will accompany me." The guards nodded, immediately shifting to open the doors for their monarch. Celestia said nothing more, marching into her quarters. Noble followed, the doors closing the second they were past the threshold.

Carter spoke first, "I assume we are here for you to tell us what you couldn't back in the Hall?" Celestia nodded, and her horn gave a brief flash of light, before the door was suddenly coated in the same yellow glow of her horn.

Carter glanced at the door in confusion, and Celestia explained, "Soundproofing Spell. And yes, now I will discuss with you the exact nature of your duties outside of protecting the Elements." Celestia's horn glowed, and suddenly an image, one upon first glance Carter thought to be a hologram, appeared between them. Its image was that of a slowly spinning sphere, its surface overlaid with green and blue shapes. After a second of confusion, Carter realized it was a map of the world.

One of the shapes on the globe suddenly glowed a brilliant gold, and Celestia said, "This, is Equestria. As of now, it is the most successful nation in the world. A Utopia. There is no war, very little crime, and there is a unity among its citizens that has not been broken for a thousand years." Celestia looked to the Spartans, to find them inspecting the map curiously.

"I don't get it." Emile said perplexedly. "If Equestria's a 'Utopia' then what do you need us for?"

"I need you because this perfection may be in danger." Celestia responded grimly. "The danger lies, not within Equestria's borders, but beyond them." A new change took over the globe, as a large section of green bordering Equestria suddenly changed, becoming two separate but roughly equal sections of red and blue, respectively. "This is the Griffon Kingdom. Currently, the entire nation is in the grip of a civil war. Government Loyalists against Ultranationalist Rebels, and whoever wins determines the fate of Equestria."

Jun cocked his head in curiosity. "How so? I can see how you would be concerned, what with them being so close, but how does this directly threaten Equestria?"

Celestia's response was worried. "Because the leader of the Ultranationalists, General Garrison, has made it quite clear that once he takes control, his next target is Equestria." Celestia shook her head sadly. "This is not the first time this has happened, many rulers in the past have made threats against Equestria, hoping to claim some of our success for their own. My power over the Sun has deterred them, however Garrison has ignored my warnings. He seems determined to invade Equestria, and I fear he may succeed. As you know, I am capable of defending my subjects, but I am not invincible. I cannot take on the entire Griffon armies by myself."

"But why would you have to?" Carter asked. "What about Equestria's military? The Royal Guard?"

"As I said, the last war in Equestria was a thousand years ago. Our soldiers are well trained, and certainly capable, but none of them have ever seen true combat. In an actual war, I am afraid that they wouldn't be enough. In short, if the Griffons invade, then Equestria is incapable of defending itself." Celestia's horn dimmed, and the globe disappeared. "That is where you come in."

Emile grinned. "I get it. When the Griffons invade, you want us to push them back. Each of us is a one-man army, and you want us to defend Equestria for you."

To Emile's surprise, Celestia shook her head. "For the same reason that I cannot protect Equestria, I am afraid you cannot either. The Griffons are numerous, and you would be overwhelmed. No, I don't expect you to win a war against the Griffons." Celestia paused to look each Spartan in the eye. "I expect you to prevent it."

The Spartans reacted with various levels of confusion, but Kat and Six were the first to catch her meaning. "The Civil War." Kat said comprehensively, as Six nodded in agreement. "We fight on the side of the Loyalists, help them defeat Garrison and the Ultranationalists. Then, Equestria is safe, at least assuming the Loyalists are allies

of Equestria."

Celestia nodded. "They are. You are exactly correct; I plan to periodically send you on missions to assist the Loyalists. With your help, I hope for them to defeat the Rebels and reclaim power throughout the Empire."

The Spartans took a moment to digest this new information, but Carter looked to the Princess with concern. "There is one thing that worries me." He said pensively. "For us to get involved in another country's Civil War, especially as members of Equestria's military, you would need the support of the entire Government, including your Parliament. But, we just got here, there is no way you've already gotten our involvement approved."

Celestia frowned. "Yes, that is correct. You see, I had previously pleaded a case to Parliament asking them to allow me to send troops to the Griffon Kingdoms, but it was denied. I intend to send you into combat _without _the approval of Parliament." The Spartans grew wide-eyed at this statement, and she continued, "Any operations you carry out will be completely confidential. You will report solely to me, and any mention of this to anypony, will be considered high treason." Celestia's expression saddened as she finished, "And of course, should any of you be captured in the course of these operations, Equestria will deny any involvement with your actions."

For a minute, there was silence. Each Spartan digested this new information, debating over their response. Emile was the first to respond. "So let me get this straight." He said. "You want us to become a black-ops squad, fighting another nation's Civil War for them, all the while without the approval of the Government, where capture could mean being left at the hands of the enemy with no hope for rescue?" Celestia nodded uncertainly, and Emile's expression broke into a roguish grin. "I'm in."

Emile's response surprised Celestia, and she gave a small laugh, looking to the remaining Spartans for their reaction. Carter looked to his subordinates, silently asking their opinions. Jorge answered evenly, "If it's for the sake of Equestria, I have no problem with it." Jun and Kat gave their own affirmations for much the same reason, and Carter finally looked to Six.

The Spartan simply shrugged. "Wouldn't be my first deniable op."

Satisfied that his team held no objections, Carter gave an affirmative nod. Celestia grinned, satisfied that her newest soldiers were willing. "Very well. I see better time to induct you into Equestria's military. You will be considered agents of the Royal Clandestine Service. And, for 'previous service rendered', I shall award you with the ranks you held previously within the UNSC. Please step forward." The Spartans did so, forming a line before the Princess.

Celestia stepped forward, stopping in front of Carter. "I hereby dub you the Guardian of Leadership, and the Steadfast Commander of Noble." She then bent her head, tapping her horn on each of the Commander's shoulders, before proceeding to Kat.

"I dub you the Guardian of Strategy, and the True Genius of Noble." Celestia repeated the gesture. Tapping each shoulder with her horn, and proceeding to each of the Spartans in turn.

"I dub you the Guardian of Duty, and the Vigilant Eye of Noble."

"I dub you the Guardian of Fury, and the Merciless Wrath of Noble."

"I dub you the Guardian of Hope, and the Fighting Spirit of Noble."

"I dub you the Guardian of Courage, and the Lone Wolf of Noble."

With these last words, Celestia drew back from the newly dubbed Guardians, and smiled. "You are now the designated protectors of both Equestria, and the Elements of Harmony. I will have one of my guards to take you to your quarters. You are dismissed." The Spartans gave their new Commander-in-Chief a firm salute, before turning and proceeding to the door.

The glow around the door disappeared, and they swung open. Celestia followed Noble to the doorway, before turning to one of the guards and instructing him to lead Noble to the Guard Barracks. The guard saluted, and signaled for Noble to follow him before marching down a hallway away from Celestia's quarters. Noble Team followed, and Celestia watched them depart before turning and walking back into her quarters, the doors swinging shut behind her.

After a few minutes, Noble had reached the Barracks. The guard gave Carter a stiff salute, before turning and heading back to the Princess' quarters. The Spartans turned and proceeded into the Barracks, and were met with the sight of a few dozen cots, a footlocker placed beneath each one and most of them showing signs of use. "Alright, Noble." Carter began. "Find a spot and catch some shut-eye. We've had a pretty strange day." The Spartans nodded, and quickly fanned out to find a cot to flop onto.

Following their example, Carter found a seemingly empty cot and pulled himself onto it. Turning onto his side, Carter listened as the groans of protest signaled his teammates doing the same.

Suddenly, the last few hours caught up with Carter in a massive wave of exhaustion, and within minutes he fell into a dreamless sleep.

9. Know Your Role

"Holy Horseapples, look at this guy!"

"You think he's a new recruit?"

"Must be. But look at the size of him!"

"I'm just glad he's on our side."

These voices slowly drew Jorge back into the waking world, and he slowly opened his eyes, yawning loudly. Blinking the sleepiness from

his eyes, Jorge hauled himself out of his cot, instinctively rising up on two feet, before gravity reminded him of his new physiology and he crashed down onto all fours.

Eyes shooting open in realization, Jorge looked down and sighed as he saw the two massive orange hooves beneath him. Looking up, Jorge cocked his head in confusion as he beheld the two ponies before him.

One was a Pegasus, the other a Unicorn, and both were staring at him in wide-eyed astonishment. The Pegasus looked like any of the Guards he had seen previously, with a white coat and blue tail, while his golden armor and helmet hid his mane and Cutie Mark. The Unicorn, however, drew his attention. For some odd reason, his coat was two-toned. From his neck upwards, he was coal grey, with a helmet obscuring his mane. His body, however, was colored a ruddy orange, with a forest-green tail and a Cutie Mark depicting, of all things, a Maple Leaf. Aside from the helmet, the Unicorn seemed to have shed the rest of his armor. As Jorge looked on, the two guards seemed to realize they were staring, and quickly looked away sheepishly.

The Pegasus guard gave an awkward cough before stepping forward, extending a hoof to shake. "Hey there, rookie. Name's Corporal Whirlwind. This here's Private Autumn." He gestured to the Unicorn, who gave him a nod.

Taking the offered hoof in his own, Jorge gave it a firm shake, responding, "Chief Warrant Officer Sierra-Oh-Five-Two. Call me Jorge." Quickly realizing he was in the presence of a superior officer, Whirlwind released Jorge's hoof to bring his own up into a crisp salute, Autumn doing the same behind him.

Jorge gave a small laugh at their expense, shooting them a grin. "At ease." The guards relaxed, and the Whirlwind opened his mouth to stammer an apology, but was stopped as Jorge raised a hoof to silence him. "No worries, Corporal. I just transferred in from another unit." He lied smoothly. "I don't expect you to recognize me out of uniform."

Whirlwind sighed, and grinned in return, as Autumn gave a relieved sigh. "Thanks, sir." The Corporal said. "Anyway, we were just ending our shift, so don't mind us." Jorge nodded, and the two guards turned back to their own cots. As Jorge looked on, Autumn's horn was shrouded in a green glow similar to his tail, and after being enveloped in a similar glow, his helmet lifted from his head.

To Jorge's surprise, as the helmet was removed, a flash appeared around Autumn's head, starting from his neck before moving up to envelope his face. As the glow died, Jorge saw that his head and neck had lost their dark coloration and now matched the rest of his body, and a forest green mane now adorned his head. Jorge curiously looked to Whirlwind, to see him removing his own breastplate, the same flash of light revealing an off-white coat on his chest.

Guess their coats are just part of the uniform. Jorge mused. His curiosity sated, he cast his gaze about the room to find most of his teammates were still asleep, though Carter and Six were both absent. This didn't surprise him; besides Carter, Jorge had usually been the earliest to rise after Noble got some R&R. As for Six, well he hadn't seen the Spartan sleep for more than a couple hours at a time. How

she managed to function that way was anyone's guess, but Jorge chose not to mention it. It was obvious she was more than capable with or without sleep.

Jorge became curious as to the whereabouts of the two Spartans, however, and turned to Whirlwind and Autumn. They had both shed their armor, and were chatting idly. Walking up to them, Jorge gestured to the two Spartans' empty cots and said, "Any idea where my mates went? I know we're supposed to meet the Princess later, but I assumed she meant all of us."

The two guards only looked to Jorge in confusion, before Autumn responded, "Sorry sir, but we just got here. We don't have any idea what you're talking about." Next to him, Whirlwind nodded in agreement, and Jorge thanked the two before turning back to the sleeping forms of his squad. He considered waking them, and decided it would be best for them to be ready to meet the Princess. Walking up to Emile, Jorge regarded his prone form for a moment before lashing forward with one hoof, slugging him in the gut and causing him to fall out of the bed with a cry.

The groggy Spartan looked up at Jorge with a glare. "God dammit Jorge, I hate it when you do that!" Emile groaned, slowly pulling himself to his hooves. Looking down at them, then scanning Jorge's form with a critical eye, he muttered, "Ah crap. So much for this shit just being a dream."

Jorge, still chuckling at Emile's misfortune, answered, "Why do you think I do it? Now come on, help me wake up the others, we need to be ready when the Commander and Six get back."

Sparing a glance towards Carter and Six's empty cots, Emile nodded reluctantly, and trotted over to Jun, roughly shaking the marksman into consciousness. Jorge, meanwhile, walked over to Kat and laid a hoof on her side, gently shaking her. The Unicorn gave an incomprehensible mumble, before her eyes cracked open to regard Jorge curiously.

Kat nodded to Jorge, who stepped back as Kat pulled herself to her hooves with a grunt. After working the kinks out of her neck with a series of small cracks, Kat glanced about the room, before turning to Jorge and saying, "Where are the Commander and Lieutenant?"

Jorge shrugged. "Don't know. Maybe meeting with the Princess, getting our training set up. Could just be getting breakfast, who knows?" Jorge's question was answered as the door to the Barracks flew open and Carter stepped inside, closely followed by Noble Six.

Carter regarded the assembled Spartans with approval, before saying, "Good to see you on your feet, Noble. Or, hooves at least. Six and I have just met with the Princess; we have our first training session in ten mikes. Let's move." The Spartans nodded in affirmation, a chorus of "Yes sir" answering him. Quickly turning around, Carter strode out of the Barracks with Noble Team in tow, proceeding to where Celestia had instructed him to meet her.

The trip was short, and within minutes the Spartans stepped through a set of doors into what appeared to be some sort of courtyard. It was large, roughly the size of a baseball field. The ground was covered in dirt; there was no grass growing there. Several small areas had

been roped off into small arenas, most likely for sparring. In other places, racks of weights and targets took up spaces near the walls. Jorge scanned the field before focusing his gaze on the three lone figures besides Noble in the room.

The first he easily recognized as the Princess, her tall stature and flowing mane making her easily recognizable. The other two, however, were strangers to him. The first was a Unicorn, his blue armor matching his rather scraggly two-toned mane, and his white coat matching that of the Princess. Unlike the other guards, his Cutie Mark was visible; a blue shield overlaid with an image that Jorge found to be somewhat familiar, but couldn't quite place.

The second figure, a Pegasus, was decked out in the traditional Guard armor, albeit with a unique red trim. His coat was unaltered, a slate grey similar to Carter's mane. His Cutie Mark was obscured, but his tail wasn't; it's jagged shape and blonde coloration immediately drawing Jorge's attention. As the Spartans approached, the two eyed Noble with some interest, with a small amount of trepidation.

Drawing up to the Princess, Carter snapped a salute. "Reporting as ordered, ma'am." He said, as Noble gave similar salutes behind him.

Celestia smiled. "Good to see you, Commander. I am happy to see you are all well rested. You will begin your training today." She gestured to the two Guards behind her as she continued, "These two will be your Unicorn and Pegasus combat instructors. Royal Guard Commander Shining Armor and Royal Air Force Wing Commander Maelstrom." The two guards nodded in turn as they were introduced, and stepped forward to greet the Spartans.

Shining Armor spoke up first. "I'll be your and the Lieutenant Commander's Instructor." He said to Carter. "I look forward to working with you." He stuck out a hoof to shake, and Carter accepted it, smiling appreciatively.

Maelstrom stepped up to Six and Jun. "I'll be teaching you two how to dominate the sky. By the time I'm done, they'll be afraid to take off without your say-so." The two Pegasi nodded affirmatively.

Emile and Jorge, meanwhile, looked on awkwardly, looking to the Princess in confusion. She shrugged apologetically in response. "I'm afraid your instructor hasn't arrived yet. But not to worry, he should be along soon. His name is--"

Suddenly the doors to the training field flew open, and an Earth Pony stallion marched into the room. He was large, nearly as tall as Emile, and his coat was a solid steel the same as Six's. His mane, a chestnut brown, was shaved into a regulation crew cut, and his tail was sheared almost completely off as well. Unlike the other Guards, this stallion's armor covered almost his entire body, stopping only at his neck, with the rest completely enshrouded under dark metallic plates. On his shoulders were marked with the image of three triangular stripes atop two rounded ones, and between them was a set of two crossed swords.

This new stallion strode past the Spartans without a word, stopping before the Princess and delivering a crisp salute. Celestia eyed him

for a moment. "You're late, Gunnery Sergeant."

The stallion lowered his hoof. "Apologies ma'am." He said. "I was off duty when I got your message. Your courier had to wake me up." He chuckled. "No easy feat, I can tell you that."

Celestia nodded. "I understand. I apologize for disturbing you."

The Gunnery Sergeant shrugged. "Yeah well, here I am. So who're these ponies I'll be giving a combat crash-course to?"

Celestia gestured to Emile and Jorge. "These are your charges, Warrant Officer Emile and Chief Warrant Officer Jorge." Turning to the Spartans, Celestia continued, "Nobles Four and Five, I would like to introduce you two to your instructor, Gunnery Sergeant Double Buck, of the Equestrian Royal Maritime Service."

Double Buck stepped forward. "Just call me gunny. Everypony else does. So, are you two green as grass, or have you gotten your hooves wet?" He asked, scanning over the two with a critical eye.

Emile laughed. "I can't imagine us getting much wetter." The Gunnery Sergeant nodded, cracking a grin.

Celestia eyed the assembled ponies for a moment, before saying, "Very well. You all have your orders. I must attend to my duties, but I will be back in a few hours to check your progress." The soldiers nodded, and the Princess returned the gesture before turning and marching off the fields and through the doors, as they magically drew shut behind her.

Shining Armor was the first to speak up after the Princess' departure, saying, "Alright, let's split into groups of three. We'll keep our training separate, so we don't get in each other's way. Got it?" The ponies nodded, and split into three groups, Carter, Kat and Shining taking one corner, Jun, Six, and Maelstrom taking another, and Emile, Jorge, and Buck remaining near the door.

Turning to the Spartans, Buck began, "Alright, so first things first, I need to know your specializations; I wasn't given enough time to be fully briefed on the way over here. So, what're your roles?"

Jorge answered first. "Support Gunner and Heavy Weapons." Buck nodded and looked to Emile.

"Close Quarters and Assault Specialist."

Buck smiled. "Couldn't find a role better suited to Earth Ponies then." Buck began to pace back and forth in front of them. "Now, you may think that Earth Ponies got the short end of the evolutionary stick. A Pegasus will always be faster, and a Unicorn will always be more versatile. You may think that being born an Earth Pony made you suited to being a farmer, while combat could be left to those who can actually wield a blade. This is Horseapples." The Spartans said nothing in return, and he continued, "We may not have wings, or magic, but Earth Ponies have something that makes us more dangerous than any other type of pony out there: Tenacity. You will never find a tougher son of a bitch than an Earth Pony Marine. We can take hits that would cripple a Pegasus, and shrug off blows that would leave a normal Unicorn's shield completely shattered. Furthermore, we

are easily the strongest of the three. A solid buck from an Earth Pony is a damn sight more powerful than any Pegasus or Unicorn can hope to make." Buck ceased his pacing, before looking over Emile and Jorge with a critical eye. "That means that in combat, it's our job to take the hits. We can handle it, the other races can't. You take the brunt of the enemy fire, and you dish it back out tenfold, got it?" The Spartans nodded in confirmation.

Buck smiled. "Good. Now let's get to work."

Commander Shining Armor looked over Carter and Kat with a curious eye. Just this morning he had received orders that he would be training two new additions to the Guard. He was confused at first, and this confusion only grew when he learned that the two ponies he had assumed would be recruits were in fact a Commander and Lieutenant Commander, respectively. Now, seeing the two Unicorns before him, his confusion gave way to outright bewilderment.

They were massive, with even the mare standing a half a head taller than himself. Many questions ran through his mind, namely how these two could have achieved the status of officers without even being trained in how to use combative magic. Clearly they were experienced in combat, the mare bore deep scars and even had an entire foreleg missing, replaced by what Shining could only assume to be a robotic replacement, something several decades ahead of modern Equestrian medicine. The stallion too, bore scars, though these came in the form of a weary depth to his gaze, one that suggested he had been through many sleepless nights.

But, Shining reflected, it wasn't his job to ask questions. He had orders to train these two in magic, and if he wanted to have any hope of taking Captain Aegis' place when he finally chose to retire, he would be wise to do just that, no questions asked.

"Alright." He began. "Before we begin, how much experience do you have in magic?" The two Spartans looked to him dubiously, and the mare looked to the stallion, who nodded.

"Basic levitation." Kat said, shrugging. Shining blanched at the distinct lack of experience, but nodded, looking to Carter.

"None whatsoever." Carter said, his tone flat. This caused Shining Armor's mouth to nearly drop open in shock, but he reigned himself in.

"Well." He said, searching for the appropriate response to the situation. "I wasn't expecting that. But, it could be worse. I think." He cleared his throat, preparing for a lecture worthy of his LSBFF, and continued, "The first thing you need to know about magic is that it is a Unicorn's greatest tool. Magic gives Unicorns like us a versatility that in a combat situation allows us to single-hoofedly control the flow of battle. That being said, magic can also be dangerous. It requires concentration, control, and most importantly, will. A skilled magician can hold off an army with a single spell. A poor one can kill every one of his men just as easily. In regards to combat, there are two major classes of magic: Offensive, and Defensive. You will quickly find that one will come much easier to you than the others." He paused to turn to his right, displaying his side for them. Gesturing to his Cutie Mark, he continued, "As you can see here, I am personally exceptional at Defensive Magic." As an

example, his horn lit up in a magenta glow, and in a flash he was surrounded in a shimmering bubble of the same coloration. "This is just a basic shield," He continued, "but if I so desired I could make one powerful enough to protect all of Canterlot." The shield dissipated, and Shining looked to the two Spartans expectantly. "So, now that you know that, lets get started on how to harness your magic. I need you to clearly focus on your horns, feel your energy pour into them." The Spartans complied, focusing their energy, and were surprised to find that their horns ignited into a pair of magical auras, Carter's blue and Kat's cyan.

Shining Armor sighed, relieved to see that they at least had the ability to harness their magic without incident. "Good, very good. Now, I need you to try and control it. We're going to try a basic levitation spell." Trotting over to a nearby rack of weights, Shining scanned them briefly before settling on two large 50-pound weights. Lifting them with his magic, he brought them back to Carter and Kat and deposited them on the ground before them. "Let's see how long you can keep these in the air. Just focus your attention, try and picture them lifting up." The Spartans nodded, and each looked to their respective weights, concentration etched upon their faces.

Kat was the first to succeed, her previous experience allowing her to lift the weight with relative ease. After a moment, Carter's weight did the same, slowly lifting into the air, coming to a halt at eye level. Looking over the two Unicorns, Shining Armor nodded. "Good work. This is just the beginning. When I'm done, there won't be a single situation that you won't have the spell for."

Commander Maelstrom led Six and Jun to the center of the courtyard, before turning to face them. "Alright. My name is Wing Commander Maelstrom. For the next week, I'm going to teach you everything you need to know to truly be a Pegasus. When I'm done, you two will own the sky, and you're going to have to if you're going to be any use. You may be the toughest Pegasi around, but if you try to engage your enemy head-on, then you're being an idiot. Our agility and speed are our greatest assets, and if you intend to forget that, you may as well clip your wings right now. If you don't then your allies may very well just do it for you. They'll rely on your speed. It'll be your job to land the first hit, and to keep hitting before your target can recover. I'm going to teach you to use your wings to their full potential, so that when you engage the enemy, you'll actually be worth a damn. Understood?" The two Spartans nodded in confirmation, and Maelstrom smiled. "Good. Now try to keep up." With that, Maelstrom flared his wings and in a flash was gone. Six looked to Jun, who met her gaze with a cocksure grin, and in unison the Spartans leapt into the air, following the Commander.

5 Days, 16 Hours Later

Carter sat on his cot, silently recollecting Noble Team's time training under Shining Armor, Double Buck, and Maelstrom. Overall, he was thrilled at how quickly Noble had adopted the new forms of fighting, but as he looked about the room and saw each of his fellow Spartans settling down to sleep, he smiled and conceded that he wasn't surprised.

He and Kat had quickly adopted magic into their repertoire, the latter to an almost overzealous degree. For each spell that Shining Armor presented to them, Kat quickly grasped it, be it simple

levitation to a complex incineration spell. He himself had also expanded his magical knowledge considerably, quickly mastering a respectable array of spells that would prepare him for most enemy engagements.

Carter quickly learned that Commander Armor had been correct in saying that they would quickly find a preferred class of magic, but what he neglected to mention until later was that the opposite held true as well. No matter how he practiced them, his offensive spells remained relatively weak, unable to do much damage and at best only capable of incapacitating a target, not killing them. To compensate for this, however, Carter's talent in Defensive Magic was nearly unparalleled, matched only by that of Shining Armor himself. Upon testing the strength of his shield, Carter quickly discovered that the ground around him was likely to collapse long before his shield did, be it stone or even the marble halls of the Castle (He mentally noted that he still had to apologize to the Princess for that particular incident).

Kat meanwhile, had found her talents to be Carter's opposite. Her offensive spell strength was staggering, and her levitation allowed her to propel objects with the force of a cannon, with little regards to its size. Unfortunately, her defensive spells left quite a bit to be desired. Her shields could be considered weak at best, and nonexistent at worst. It was clear that in a combat situation, Kat's MJOLNIR shields and any cover she could find were her only options for defense against attack. Thankfully, there were other spells meant for purposes beyond combat and while Carter had little patience for them, seeing as they would be much less effective than simply using combat spells against the enemy and preferring to maintain the basic range of spells, Kat had dedicated herself to memorizing as many of them as possible. Transformation, diagnostic, and surveillance spells proved to be little challenge for the Spartan, and she added them into her arsenal with impressive ease.

With regards to the Earth Pony members of his team, Carter was more than satisfied with their progress. Buck had originally begun their training with a harsh exercise regiment to test their endurance, one that left most recruits exhausted long before they could finish. After seeing the Spartans had not only finished the course, but had done so without becoming so much as winded, he quickly upped the ante. What followed was what could be considered cruel and unusual for any but a Spartan, as he pushed them to their limits. 50-Mile Marathons while bore down with hundreds of pounds of not only gear, but simple bags full of weights, were among the easiest of the tasks that the two had to complete. Surprisingly, rather than reject the brutal conditioning, the Spartans seemed to relish it.

Emile had attacked the challenges presented to him with an unsettling amount of glee. When Carter had questioned him about it, the Warrant Officer had simply answered, "Are you kiddin'? I haven't felt this alive since basic!" Whatever his reasons for accepting the training, Carter was glad he had, as the improvement in his abilities was clear to see. Emile's previously augmented strength was now nothing short of herculean, his strikes now capable of shattering rocks and denting steel. His speed, meanwhile, had grown to the point that he could run at speeds that Jorge had referred to as "Kelly-worthy", turning the Spartan into a blur that left anything in its wake in pieces.

Jorge, meanwhile, had developed similar improvements. His strength,

which before had been greater than any other Spartan, was now augmented to the point of being godlike. What was more, his endurance had increased to the point that strikes that would have possibly staggered him before now bounced off him like they were rubber. In one instance a mishap during his training had resulted in him being shot in the side by a cannon at point-blank range. An attack that would have blown even Emile off his hooves only sent Jorge stumbling back slightly. He had continued the exercise; despite later learning he had cracked two ribs and bruised four others. Carter mentally noted his relief that the healers within the Castle had been able to fix the damage, allowing the Spartan to return to duty the next day.

Speaking of magic, Carter took a second to once again consider the abilities that the two Spartans had gained from becoming Earth ponies. Apparently, Earth Ponies possessed what Shining Armor referred to as "ambient magic" though Buck simply called it "horse sense". Essentially, Earth Ponies' connection to the Earth gave them a strange sort of what could loosely be considered precognition. It gave no true view into the future, but as Buck described it, Earth ponies sometimes get a "bad feeling" that could warn them of danger. It was very vague, however, with the warnings possibly meaning dangerous conditions, incoming attacks, or even simply ill intent from another pony. Emile was apparently dumb to this sense, saying that he, "never felt weird around danger". Jorge, on the other hand, was akin to a savant. At random moments, Jorge could detect incoming attacks that would have hit anypony else.

Carter recalled one exercise in which Jorge had been asked to walk through a room blindfolded, avoiding a veritable maze of tripwires that if triggered would launch a volley of flat, stone-tipped arrows into the Spartan. Emile had carefully made his way through the maze, setting off two of the tripwires and avoiding all but a single hit. Jorge had simply sprinted through, arrows pelting toward him but never hitting him, for at the last moment before being struck Jorge would dodge out of the path of the arrows, almost as if he had predicted their trajectory before they had even been launched. Overall, the two had become true powerhouses, and Carter knew that they would prove lethally effective in combat.

Lastly were the Pegasi, Jun and Six. Maelstrom's form of training was one of demonstration, soon followed by a test of application. Soon after teaching them to fly, Maelstrom had tasked them with going through an advanced flight course belonging to a flight group known as the Thunderbolts or something, Carter honestly couldn't recall. He could however remember that both Spartans had passed the course in record time, however in uniquely different ways. Between the two, Jun was the fastest. If Emile was a blur, then Jun was a ray of light itself, his speed allowing him to burn through the straightaways faster than the eye could follow. His maneuverability, though, left something to be desired. On tight turns, he had to dramatically reduce his speed to have any sense of control, as a long string of crashes soon taught him.

Six on the other hand, was notably slower than Jun, but also unquestionably more agile. Her top speed was still remarkably fast, but her true strength was in her ability to dodge and weave through the air. Jun could shoot through the air, but Six could dance. He thought back with a grin to one of Maelstrom's exercises. It was profoundly simple: a game of tag, between Jun and Six. Jun had been

"it" first, shooting off after Six and within moments closing the distance between them. Six however had flared her wings and promptly turned 90 degrees straight upward, letting Jun go barreling past below her. For hours it continued like this, with Jun time and time again coming close to touching the Lieutenant, only for her to evade him by mere inches.

Outside of their flight abilities, Jun and Six each possessed talents in their own respective fields. Maelstrom had introduced weather manipulation, specifically the use of lightning strikes in combat, to the two Spartans, and it was Jun who took to the activity with gusto. His talent with marksmanship had certainly transferred over to his control of thunderclouds, allowing him to launch volleys of electricity with pinpoint accuracy. Six too was accurate with her lightning attacks, but if hers were the equivalent of a pistol, then Jun's was that of his favored sniper rifle.

Not to say that Six didn't have her own talents, though. Maelstrom issued both of them their own pair of what he called "combat sheathes". They were intricate, individual blades, personally fitted for their bearers, which fit over the primaries of the wings. They were the Pegasus Guards' primary means of Close Quarters Combat, allowing them to use their own wings as makeshift swords. Jun proved competent with the blades, his own CQC training allowing him to use them to some effectiveness.

As for Six, she became an artist, with the blades as her tools. Her skill with them was unmatched, allowing her to not only reduce targets to ribbons within seconds, but her dexterity gave her the ability to manipulate them into rudimentary shields, and even enabled her to remove the blades from her wings with one flap, sending them rocketing outward and turning them into airborne flechettes, which she could utilize with deadly accuracy.

And now, they only had one more day of training. Despite the excitement of entering active duty again, Carter was worried. Shining Armor, Buck, and Maelstrom had each ended the training today with a cryptic lack of detail on what their final day of training would entail. Carter's gut told him that tomorrow would be a very busy day. However, as he looked about the barracks and observed the sleeping forms of his team, he reflected that worrying about it wouldn't serve to accomplish anything now. Turning over onto his side, Carter closed his eyes and fell asleep.

"_Hurry up, Noble Four!"_

"_I'm going as fast as I can, sir! You can't exactly rush this."_

"_Well, we got Covvies incoming fast! Blow that damn door!"_

"_Just one secondâ€¦ got it! I- Oh SHIT! GET BA-"

—

****BOOM****

"_Three, get up on that ridge."_

"_Copy."_

"_Come on, Noble. We move through the base while she provides overwatch."_

"_Sir! Contacts!"_

"_Where?"_

"_Here! SpecOps! Dozens of them! Need assistance!"_

"_Emile, get up there and help her!"_

"_On my way."_

"_Sir, I'm pinned down, go on without me!"_

"_Noble Four is moving in, just hang on!"_

"_I'm sorry sir, I don't think- Augh!"_

"_Noble Three! Respond! Dammit Emile, get your ass up there!"_

"_Don't bother sir. I'm hit. It's messy. Goodbye Carter. Noble Three, out."_

"_Come on, come on! Get in!"_

"_It's getting hot here, sir, we need to leave now!"_

"_Negative, pilot. Just a little longer! Five, get out there and assist!"_

"_Copy that, I'll hold 'em back, sir, give them time to extract!"_

"_Alright, we're clear! Five, get back here!"_

"_Hang on, sir. Let me finish a few more of 'em off!"_

"_Negative, Spartan. Get your ass in here!"_

"_Alright, alright, I'm coming. Good thing these bastards can't sh-"
__**Schting!**__

"_Oh, shit!"_

"_No!"_

"_You Mother Fuckers!"_

"_Five is down, repeat Five is down! Get us outta here!"_

"_Noble Six, what the Hell are you doing?"_

"_Delivering the bomb, sir."_

"_What? Where's Kat, what happened to her?"_

"_Noble Two is wounded, sir. The timer's countin' down, I have to get the package to the carrier."_

"_Thom, there's less than two minutes on that timer, you gotta disarm it!"_

"_No time, that Carrier's gettin' ready ta glass the whole area. It's now or never."_

"_Understood. Good luck, Rifleman."_

"_Thank you, sir. Thom, Alpha Two-Nine-Three signing off."_

"_Get clear, give her some room!"_

"_Sir, it's no use. She's gone."_

"_You don't know that, Lieutenant! Get her helmet off!"_

"_Sir, you don't want to see this, she-"_

"_Now, Noble Six!"_

Sigh

â€|

"_Noâ€|"_

"_I'm sorry, sir."_

"_â€|"

"_It was quick. She died instantly."_

"_â€|"

"_Sir? Talk to me."_

"_Have Emile go check on the door. Make sure it holds against the glassing, and no Covenant try to cut through later. Take Jun and check the civilians, make sure none of them are injured and if they are, treat them. There are medical supplies near the back."_

"_â€|_Yes, sir."_

"_Well? Get to it."_

"_What about Kat?"_

"_â€|_I'll take care of her. Go."_

"_Yes, sir."_

â€|

â€|

â€|

"_I'm sorry."_

â€|

Carter's eyes snapped open, as a gasp escaped his lips. He dragged himself into an upright position. He quickly cast his gaze about the barracks, reassuring himself that his violent awakening hadn't awoken the others. Thankfully, all the Spartans remained sleeping in their beds. Even Six, the Lieutenant most likely having spent the night awake doing God knows what.

As per the usual schedule, Carter leapt out of bed and prepared to meet the Princess so as to get his assignment for the day. It had mostly been a formality, every day she sent him to train with Shining Armor, after all, but Celestia had made it clear that he reported to her, and that's exactly what he intended to do. However as Carter made his jump out of bed he heard a distinct rustling sound, and looked down. There, on the floor was a scroll. Lifting and unrolling it in his magic Carter scanned the message.

Commander,

_ As you know, today is your final day of training before you depart for Ponyville. Therefore, I have taken it upon myself to arrange a test, a "final exam" for each of you. It is quite simple: Stay alive until the end of the day. I will contact you for extraction at sunset. Good luck._

Princess Celestia

Stay alive? Extraction? Carter thought, a sense of dread building up within him. Confused, Carter looked up from the letter, only to find a shocking surprise: the barracks, save for the Spartans, was empty. His mind instantly sending orders to his body, Carter rushed to the side of each Spartan, roughly shaking them until finally Noble Team was awake and on their hooves.

Carter quickly relayed the message to the rest of Noble Team, to mixed results. Kat, like Carter, looked worried. Jun and Jorge appeared determined. Emile upon hearing the message gave a manic grin, his eyes flashing dangerously. Six remained silent, her head slightly tilted to the left.

"What does she expect us to be facing?" Jorge asked. "The rest of the Guard?"

Kat shook her head. "Doubtful." She said. "If we were fighting the Guard, we would probably have woken up in a cell, not the barracks."

"Guesses and prediction won't help us now." Carter interjected. "Let's get out of here, and find out what we're dealing with." The Spartans all nodded in consent and, after activating his armor and waiting for Noble to do the same, marched to the doorway of the barracks, before throwing it open.

What met him beyond the doorway was the last thing he expected. Thick, lush foliage had replaced the walls of the Castle, and as Carter stepped through the doorway to get a better look, he was suddenly blasted by the noise of bird calls, animal screeches, and the soft rustling sounds of the forest. Behind him, Noble filed

through the doorway, turning their heads about in order to examine their new surroundings.

"Well, there's something you don't see every day." Jun said, gazing up at the treetops, from which sunlight streamed through the gaps in the leaves.

"I certainly didn't expect that." Jorge agreed.

"This isn't so bad." Emile said. "I mean, it's a forest, so what? Onyx was all forests; we can survive out here. Plus, we got the barracks, so shelter isn't a problem."

"Actually," Kat said worriedly. "We don't know if any of the foliage here is edible. This isn't like Onyx; we certainly can't just find a map, and I don't know if any familiar plants even grow here in Equestria, so we can't scavenge food."

"Also," Six continued. "I think the barracks are out of the question." Confused, the Spartans followed Six's gaze to find that the doorway they had passed through into the forest had vanished, without so much as a single trace it had ever existed.

Emile shrugged. "Still, it's just a forest. What're we going to run into out here? More of those Timberwolves?"

**RAAAAAAAWR! **The Spartans simultaneously flinched as a monstrous roar echoed throughout the forest, dangerously close.

Six looked back at Emile and grimly answered, "Worse."

Author's Note: Okay, that chapter's done! Let me know what you think, and I hope you all enjoy it! Just a quick note, for those of you who are unfamiliar with Kelly, she is a SPARTAN-II who is recognized as the fastest Spartan of the bunch. And, since she's a SPARTAN-II, Jorge would know her from training. Also, it is recorded in Noble Team's dossier that Carter and Kat are the only surviving members of the original team. The Nobles Three, Four, and Five that are not mentioned by name are the original members, not Jun, Emile, and Jorge. Anyway, I hoped you enjoyed this chapter, and I'll see you in the next one!

10. Trees, Vines, Mythological Predators

As one Noble Team looked toward the source of the roar, tensing in preparation for combat. After a minute of silent anticipation, it was clear that whatever made the call wasn't in fact heading toward them, and the Spartans relaxed.

"Looks like we're clear for now, Noble." Carter said. "But we're still in an unknown location, with no supplies, and an unknown number of possible hostiles nearby. We need Intel, and then we need to start moving. We can't stay here." The Spartans nodded in affirmation, and Carter turned to Six and Jun. "Six, Three, I need you up above that tree line, see what you can see." The two Pegasi nodded, and in unison launched into the air, quickly breaking through the forest canopy.

Carter turned back to the rest of Noble Team, before his attention

turned to Kat as she spoke. "This isn't good, Commander." Kat said, her concern palpable in her tone. "We're going to have to find shelter, and fast, or we're going to start drawing the attention of every living thing in this forest."

Emile laughed. "Let 'em come." He said boastfully. "I've been dyin' for a chance to have a real fight again." Emile drew his kukri, eying it appreciatively. Carter frowned, but kept himself from reprimanding him. Emile was Emile, and Carter trusted him to stay in line.

Kat on the other hand rolled her eyes. "I'm confident that we can handle whatever comes after us, but I'm not stupid enough to go looking for a fight. We manage to draw even one animal's attention, and we'll be ringing the dinner bell for all the other predators in this forest. We should find shelter, somewhere to hole up and wait until night."

Carter nodded in agreement. "Kat's right. Once Six and Jun come back, be ready to move. " No sooner had Carter belayed this order than two shapes burst through the canopy, flying down to reveal the forms of Jun and Noble Six. Stepping towards them, Carter asked, "Well? Any idea where we are?"

Jun shook his head. "I can't say for sure, Sir. All I can tell you is that we are in one giant damn forest. It was all I could see, and in all directions."

Carter's expression darkened at this news. "Damn. How high were you?" He asked.

Jun shrugged. "High. I'd say about a hundred and fifty meters above the treetops."

Carter sent a questioning glance to Kat. The Spartan was already crunching the numbers in her head and within seconds answered, "Assuming this planet's radius is similar to Earth's that would be about 44 kilometers. This drew a groan from the remaining members of Noble. A nearly fifty-kilometer hike through thick foliage would take a while, even for a Spartan.

"That's not all, Sir." Six added. The Spartans turned their heads to regard the Lieutenant with confusion. "I know where we are."

Carter cocked his head to the side in curiosity. "What do you mean, Noble Six?" He asked.

"As Jun and I were observing the area, I noticed a cloud moving." Six stated. This statement only brought forth only blank expressions from the others, and she elaborated. "The clouds here don't move on their own, Sir. They're supposed to be regulated by the Pegasi weather controllers."

Jun caught on, nodding in agreement. "So wherever we are, it's somewhere where the rules of Equestria don't apply."

Six nodded. "Right. There are only a handful of places on the planet where this occurs, and only one of them is a forest like this: The Everfree."

Carter felt a sense of recognition to the name, but it was Kat who

made the connection first. "The forest where we first woke up. The one we landed in."

Six nodded. "The Everfree Forest is the largest in Equestria, over three hundred kilometers in diameter. If I had to guess, I'd say the Princess placed us directly in the center of it."

The Spartans took a moment to digest this news, but the silence was broken by Emile. "Wait a second." He said to Six confusedly. "How the Hell do you know all this?" The rest of Noble considered this question for a moment, before turning to Six in surprise.

Six looked to each of her teammates before responding, "I didn't just sit around all night when I stayed up. I looked around, found the Royal Library. I decided to make use of it."

Jorge cocked his head. "So you stayed up all nightâ€¦ reading?" Six nodded in response.

Carter shook his head. "But how did you know to research the Everfree Forest?"

Six gave a small _humph_ of laughter. "I didn't."

Carter's mouth dropped open in shock. "So you mean that you knowing all of this-"

"Was pure, dumb luck, yes."

Carter stood there dumbfounded for a moment, before chuckling deeply. "Well, I can't exactly complain, at least we know where we are now. What else can you tell us?"

Six shook her head reluctantly. "Nothing good." She answered grimly. "Only that it includes at least half of the Official Equestrian Bestiary. Manticores, Cockatrices, and even a few Dragons are known to live here. It's essentially the most hostile environment in Equestria."

Jun laughed. "Well, that explains why the Princess would send us here. This place is the ultimate test of survival."

Carter nodded determinedly. "One I expect all of us to pass. So first things first, we need to find shelter. Six, Jun, did you see anywhere we could use?"

Jun gave a contented nod. "Yes Sir. There's a cave roughly two clicks that way." Jun pointed off into the forest, and The Spartans followed his gesture, and the others gave sighs of relief, save for Emile.

The direction Jun was pointing was, to Carter's great relief, the opposite direction that the roars had issued from earlier.

Carter smiled, reflecting that Noble seemed to have received a bit of luck for once. He then turned and marched in the direction Jun had indicated. "Come on, Noble. We're moving out." The Spartans nodded in agreement, before moving to follow the Commander. Emile gazed longingly in the direction of the roaring, before sighing and following the others.

Carter plodded along through the forest, the rest of Noble marching in step behind him, when a nest of vines blocking the path ahead halted his progress. Carter had noted the vines growing steadily thicker as they continued towards their objective. Now however, they were much too thick for the Spartans to easily traverse through.

Turning to his team, Carter said, "Noble, looks like the path ahead is blocked. We need someone to cut through. Emile, you're on point."

Emile nodded. "Got it, sir." Stepping past Carter, Emile drew his kukri and proceeded to hack away at the vines, quickly carving a path through the vines. Nevertheless, their progress was severely slowed, as they were forced to proceed single-file through the narrow path Emile cut for them.

After five minutes, during which they only proceeded at most only three hundred meters, Six spoke up. "Sir." She said, annoyance tingeing her tone. "Maybe I could assist Four in clearing a path."

Carter looked back to the Lieutenant, cocking his head curiously. "Unless you've got more than your combat knife, I don't think you could help much." In response, Six simply flared her wings, allowing the sharp rasp of her combat sheaths being drawn to speak for her.

Upon seeing this, Jun let out a gasp of shock. "Damn, you actually _slept_ in them? I nearly gutted myself just by sitting down in those things!" Six simply shrugged in response, and Jun huffed in irritation.

Carter meanwhile, gave Six a nod. "Alright Six. Get up there." Six nodded in return, and leapt over the others, gliding down to a landing next to Emile. Emile nodded to Six, and stepped aside, giving her room to fall into step beside him. The two shared a glance, before diving forward, quickly reducing the vines ahead to mulch.

Their progress now nearly unhindered with Six and Emile's cutting, Noble Team quickly made their way through the thicket, and within minutes had reached their target. The vines gave way to reveal a large clearing, with short grass giving way to dirt and gravel near the mouth of a massive cave.

Jun pointed to the entrance to the cave. "There's the cave. It looks big enough for us all to use as shelter until nightfall."

Carter nodded. "Alright, first things first though. If anything's already set up shop in there, we're going to have to clear them out." He turned to Six. "Lieutenant, do you still have your active camo generator?"

Noble Six nodded. "Yes sir."

"Good. Activate it, and go inside. Let us know what we're up against." Six gave a quick salute, before disappearing. Carter glanced at his now malfunctioning motion tracker, and watched as the

effect slowly faded as Six moved away from them and into the cave.

Jun looked to Carter curiously. "So, what's the plan if there _is_ something in there?"

Carter grinned beneath his helmet. "Kat?" He asked, turning to the Spartan.

Kat was already looking about the clearing, the gears almost audibly turning in her mind. Turning to Carter, she smiled. "I have a plan."

Six crept into the cave, moving slowly to keep her active camouflage as complete and perfect as possible. Knowing she couldn't rely on her motion tracker, Six remained alert, her eyes searching every corner of the cave for hostiles. As she drew further and further into the cave and away from the light of the entrance, darkness began creeping in. Six proceeded as long as she could unassisted, before activating her night vision. As the cave was suddenly revealed in the green luminescence of her night vision, Six reflected that she probably should have turned it on sooner.

There, no more than a few feet in front of her, was a massive sleeping form. From its verdant silhouette, Six was able to make out that it was large, larger even than Jorge, and covered in short, coarse fur. At first glance, Six almost mistook it for a massive lion, until she noticed two major details that made her take a step back in shock. From its back sprouted two large wings, similar to a bat's except covered in shimmering scales. From its rear end a long, segmented tail unfurled, wrapping about its body in its sleep. From her nighttime excursions to the Royal Library, Six was able to recognize the creature as a Manticore, and a female one at that.

Six looked away from the creature, scanning about the cave for any other targets. Thankfully, she saw nothing, and turned to leave when a soft growl stopped her. Whipping back towards the creature, Six saw to her horror that the creature was waking up, blinking groggily and shaking itself free of its drowsiness.

Thinking quickly, Six froze, hoping against hope that the creature would fail to see her and return to sleep, however the quickly draining energy of her cloak only reminded her that waiting wasn't an option. What was more, Six saw that the creature's nose was twitching. The creature hadn't heard or seen her; it had smelled her. Six quickly decided to beat a hasty retreat, turning and stepping towards the entrance to the cave, until she was stopped in her tracks by a soft _splash_. Looking back, Six saw that her back right hoof had stepped into one of the pools of moisture forming in the cave. Six could only stare horrified, as beads of water seemed to hang in the air, as they trickled down her invisible hoof. _Oh, shi-_

Any further thought was cut off as suddenly a massive paw wrapped around her hoof, before Six was lifted bodily into the air, hanging there for a moment, before she was thrown sharply to the right, slamming harshly into the wall with a crunch of stone. Six gasped in pain as she impacted the wall, as she felt a stinging pain blossom in her sides.

Six quickly shook off the pain, flaring her wings from her sides. As

she did this, Six felt pain erupt in her sides. Six ignored this though, as the Manticore lifted Six to hang before it, upside-down. Six's cloak had finally failed from the strain of the impact, and it looked to the Spartan with a snarl. Six returned the gesture from beneath her helmet, before whipping her wings forward, launching a trio of blades towards the Manticore.

The Manticore's thick hide proved too tough for the flechettes to pierce, as two of them thudded off of the Manticore's chest, leaving only two small scratches. The third however, flew straight into the Manticore's face, carving a gash across its snout. The Manticore roared in pain, dropping Six to clutch at its face. Six impacted the ground with a _thud_, before clambering to her feet. Through the blood pounding in her ears, Six was able to make out the Commander yelling over the com, "-happening? Six? We're hearing a struggle, get out of there! Whatever's in there we can handle out here, lead it out of the cave!"

Staggering forward, Six said, "Copy sir, on my way out." Six flared her wings, launching into the air. She didn't make it five feet before a paw once again wrapped around her hoof. _Oh, not again._ The Manticore drew back its arm, bringing Six down to slam her face-first into the floor of the cave. It then turned and hurled Six forward, thankfully directly towards the mouth of the cave.

Six flew from the cave, impacting the ground and rolling through the gravel. For a moment, the dazed Spartan could only stare blearily around her, before she was lifted in a magical aura. Blinking away the haze in her vision, Six was able to make out the image of Kat, her horn alight as she carried the Spartan away from the cave. "Don't worry Lieutenant." Kat said. "The others can handle this."

Meanwhile the Manticore burst from the mouth of the cave, prepared to finish off its prey. It spotted two ponies, one in the grip of the others magic, and prepared to lunge after them. Suddenly, it was halted as a weight dropped onto its back.

Jun clung tightly to the Manticore's neck, holding fast as the Manticore did its best to buck him off. Jun then drew his combat knife, before thrusting downward to sink it hilt-deep into the Manticore's neck. The reaction was instantaneous, the Manticore let out a cross between a gurgle and a roar, reaching desperately to grab the Spartan and rip him from its back. Its efforts proved fruitless, as Jun remained latched onto the Manticore's back, and remained there despite the Manticore's efforts.

The Manticore's pain and anger distracted it from the rest of its surroundings, making it incapable of defending itself as Carter and Emile each slammed into one of its legs, charging into the Manticore in an attempt to topple it. Unfortunately, the creature's massive size allowed it to remain standing, despite the two Spartans straining to shove it over. However, its weight proved incapable of keeping it upright as Jorge tackled the Manticore, diving into its stomach and sending it flying off its feet, before crashing into the gravel. The Manticore gave one last pained gurgle, before it finally succumbed to its wounds, and grew still.

Pulling himself to his hooves, Carter panted heavily. "Good work, Noble. Target down." Emile and Jorge each climbed to their hooves, giving the Commander triumphant grins.

"Getâ€| this thingâ€| off of me." Jun's muffled voice emanated from beneath the Manticore. The Spartans turned their gazes to him, before they stepped forward and lifted the corpse off of Jun, who pulled himself to his hooves as well. "Thanks. Ugh, helmet's filters won't purify a stink like _that._" The Spartans shared a quick laugh.

Carter's attention was then drawn by sounds of a scuffle nearby. Walking over to the source of the commotion, he found Six struggling to escape Kat's attention, while the Lieutenant Commander attempted to inspect her form, to little success. Walking over to the two, Carter asked, "What's going on here?"

Both Spartans looked towards the Commander, and Kat answered, "I need to inspect the Lieutenant's injuries, but she's being uncooperative."

Six jerked away from Kat, shaking her head roughly. "That's because I'm _fine_." She growled. "I'm fit for duty, sir."

Carter scanned Six's form with a critical eye, before nodding firmly. "Alright Six. Just be careful, our goal here is to survive, and I don't intend to let anyone fail that objective, clear?"

Six gave a solemn nod. "Understood, sir." Six looked to the corpse of the Manticore for a moment, before returning her gaze to Carter and saying, "We might have more hostiles on the way, sir."

Carter cocked his head in confusion. "What do you mean, Lieutenant?"

"Well from what I read, it is uncommon to see a fully-grown female Manticore like this all alone. They're usually-"

RAAAAAAAWR! The Spartans whipped around to find no less than eight Manticores entering the clearing, the roar having issued from the one leading the pack, a massive hulk of muscle easily head and shoulders larger than Jorge. Six looked to each of the Manticores and realized that they were indeed all males, as their shaggy red manes indicated.

"Where the Hell did these things come from?" Emile shouted, drawing his kukri.

"They must recognize the one we just killed." Kat said, her horn igniting with magic. "The larger one must be its mate, and the smaller onesâ€|"

"Its cubs." Jorge finished gravely. "Must've been where the roaring came from."

Carter looked from the Manticores to his team, before settling his gaze on Six. He gave a moment of thought, before turning to the rest of the team. "I'll protect Six, the rest of you, take 'em out."

Six turned to Carter, her wings flaring in anger. "Sir, I-"

Carter held up a hoof. "You don't fool me, Six. You're wounded, and until I know how badly you're not fighting anything. Let us handle

this." Stepping forward, Carter pointed a hoof at the now charging Manticores and ordered, "Noble, engage!"

Immediately the Spartans rushed forward, meeting the Manticores head-on. Jorge was the first one to reach them, colliding with the largest Manticore, locking his hooves with its paws as his shields shattered with the impact. The two titans grunted and snarled as they struggled to overpower the other. Jorge had pure strength on his side, but the Manticore had mass. The two were locked in a stalemate, only able to match the others strength, but unable to outdo each other.

Jun meanwhile, had taken to the air, and was currently dive-bombing the attacking beasts. Again and again the rifleman zipped down, slamming both hooves into the Manticores with brutal strikes. Unfortunately, his attacks were incapable of truly damaging his targets, and only served to momentarily distract them. Growling in frustration, Jun thought of how he could do more damage. A small movement in the corner of his eye caught his attention, and he turned toward it. Upon seeing what it was, Jun smiled darkly, and flew towards it.

Kat dodged another blow from a Manticore cub, before leveling her horn in its direction, firing a volley of magical blasts that sent the cub staggering backwards, its coat singed and smoking. The cub gave a roar of anger, before leaping towards her, and Kat instinctively snatched it from the air with her magic, grunting in exertion as the Manticore's weight sapped her of her strength. With a heave, and a gasp of shock at the sudden wave of fatigue, Kat sent the cub sailing through the air impacting solidly with a tree, producing a sharp _crack_ as both wood and bone splintered with the collision. The cub slumped to the ground, unmoving, and Kat gave a smile of satisfaction. Turning to face the rest of the skirmish, Kat was forced to dive backwards to avoid a swipe from another of the Manticore cubs. Her horn flared, and Kat prepared herself for another melee.

Emile dove into a roll, just barely ducking beneath the claws of one of the cubs. Tumbling to his hooves, Emile lunged forward, burying his kukri into the cub's shoulder. The beast howled in pain, which turned to sharp cries of agony as Emile twisted the knife deeper, before ripping it to the side, freeing it with a splash of blood and gore. Not pausing, Emile backed up to allow the cub to clutch at its mangled shoulder, before once again leaping forward, this time tackling the cub and sending both of them to the ground. The cub writhed beneath him, fighting to free itself, but these attempts ceased as Emile slammed his hoof into the cub's shoulder. The Manticore flinched instinctively, and Emile took the opportunity to bring his kukri across the cub's throat in one clean slice. Immediately the Manticore gave a pitiful whimper, twitching occasionally as the Spartan looked on impassively. After the Manticore had finished its feeble movements, Emile readied his kukri and turned to face the others, only to be bowled over as another cub tackled him, sending the two into a rapid tumble, ending with the Manticore straddling the Spartan, pinning him with its claws and raising its tail to lunge at him. Emile laughed uproariously, relishing the combat even as the Manticore brought its tail down to strike.

Carter watched all of these battles unfold, occasionally wincing as

three of the cubs impacted against the magical barrier surrounding himself and Six. The Lieutenant for her part looked to him with concern, panting heavily and prepared to fight should the shield fail. Carter followed the cubs' movements as they prowled around the shield, occasionally slamming themselves into it and causing it to flicker slightly at the area of impact. Carter's shields easily withstood the attacks, but his energy was being steadily drained by the constant bombardment. No matter how strong he was capable of making his shields, he could only hold them up for so long. If he wished to end this, he would have to end it now. Focusing his energy, Carter's horn flared in sapphire light, and the shield rapidly expanded outward, sending the Manticores sprawling. The flare caused his shield to shatter, but Carter capitalized on this opportunity to slam his hoof down, as another spherical shield formed around the two Spartans.

The angered cubs were now back on their feet, and the closest decided to take out his frustrations with another lunge toward the shield. What the cub didn't expect was to fly through the shield, slamming into the dirt before the Commander, who took advantage of its confusion by leaping onto it and drawing his combat knife, plunging it into the cub's neck before tearing out its throat. The other cubs saw their brother pass through the shield and were quick to do the same, diving through the walls of the shield and bearing down on the Commander. One of the cubs pounced, flying towards Carter, until it was knocked out of the air by Six, who landed roughly atop the cub, flaring her wings in preparation to strike. Before she could, however, the cub raised its tail and slammed it into Six's side. Thankfully the barbed tip missed the Spartan, but the impact served to knock the Spartan off her hooves, leaving her gasping on the ground as pain erupted in her side, paralyzing her with shock. As the Manticore cub drew towards the Spartan, its tail whipping about like a cat's ready to pounce, the Lieutenant's eyes darted toward Carter. The Commander was busy handling a cub of his own, rolling along the ground as the two fought for dominance. Her gaze shifted back to the approaching Manticore, as the beast finally stopped mere feet from her. Six shut her eyes, the sound of the drop shield shattering the last thing she heard before the Manticore leapt towards her.

As Jorge wrestled with the father Manticore, he shouted out over the com, "Emile, I could use a little help here!"

"I'm a bit busy at the moment!" Emile called back, still bursting with sadistic glee as the Manticore once again brought its tail down, forcing the Spartan to jerk his head to the side to avoid having it impaled. Finally, as if bored of the cub's attacks, Emile bucked beneath its grip, jerking the cub from its position atop him, allowing Emile to roll on top of it in return, wasting no time in bringing his kukri across the cub's throat. Clambering to his hooves, Emile turned from the dying cub to face the grappling pair. "Alright, what do you need?"

Grunting in protest as the Manticore pushed its attack, Jorge snapped, "Just get ready! On my mark!" With that, Jorge twisted his hooves to the side, wrenching them from the Manticore's grip and throwing it off balance. Then, before it could recover, Jorge launched himself into the Manticore's abdomen, wrapping his hooves around its midriff. With an almighty heave, Jorge lifted the Manticore off the ground, hefting it above his head despite its flailing and protests. "Double Buck Drop! Now!" He commanded, hurling

the Manticore through the air, straight towards Emile. Emile's eyes bugged out of their sockets as he saw the hundreds of pounds of furious animal being thrown at him, but nonetheless spun around, cocking his back legs before delivering a violent buck directly into the Manticore's face. The move was the signature technique of the Spartans' trainer, one meant to incapacitate large targets with a single blow. As Emile's hooves impacted on the creature's face, it certainly lived up to its reputation. There was a sickening CRACK as the blow shattered the Manticore's snout. The force proved enough to send the Manticore tumbling through the air, back towards Jorge, before landing in a heap before the Spartan. Jorge looked down on the broken beast before him, seeing the burning anger and pitiable pain in its eyes. Lifting both forehooves upwards, Jorge ended its misery with a hard stomp, crushing the Manticore's skull with a single blow. Jorge stepped back from the corpse, panting heavily, and met Emile's gaze, together, the two shared a silent nod.

Kat ducked another blow from the cub, following it up with a quick blast of magic that sent it stumbling back. Wasting no time Kat focused her energy, building up a much more powerful blast. As the cub recovered and bore down on the Spartan once more, Kat released the blast, the powerful spell slamming into its skull. There was a sharp crack as the Manticore's head was forced into an unnatural angle, and it collapsed, lifeless.

Carter and the cub rolled along the ground inside the drop shield, grappling viciously for a position atop the other. Carter's augmented strength proved to be an even match for the beast, but Carter still had one more card to play. His horn ignited with magic, and in a flash, Carter sent a bolt of magic into the struggling Manticore's face. Its head snapped back, as it shook its head in an attempt to regain its senses. Wasting no time, Carter lunged forward, pinning the cub to the ground, before using his magic to draw his combat knife and sink it into the flesh of the Manticore's neck. With a swift jerk of the knife, the cub's spinal cord was severed, and it flopped to the ground, dead. Carter slowly pulled himself to his hooves, casting a glance over to Six, only for his eyes to widen in panic as he saw the last cub readying itself to finish her off. Carter readied another spell, knowing full well he would be too slow to save her, as the drop shield he had spawned collapsed around themâ€¦

Crack! BOOM!

The Manticore suddenly went rigid, spasming as electricity coursed through its form, courtesy of the lightning bolt impacting in the center of its back. The Manticore gave one last twitch, before keeling over into a pile of smoking flesh. Carter followed the path of the bolt to find Jun, sitting on a dark cloud above the clearing, his head cocked to the side as he regarded his target. "Sorry I'm late, sir." He said, his tone smug. "These wild clouds can be a bit hard to move."

Carter grinned back at the rifleman. "No problem, Jun. Looks like you were right on time." A soft groan drew his attention back to Six, and he rushed to her side. Anger at her fighting despite his orders was overridden by his concern for her health. "Lieutenant, are you alright? Respond."

Slowly, Six opened her eyes and turned her helmeted gaze to regard

Carter curiously. She looked over to the charred corpse of the Manticore, before breathing a sigh of relief. Pulling herself to her hooves, Six snapped off a quick salute. "I'm okay, sir." Six answered evenly. "Just need a minute to-" She was cut off as a blinding agony in her side caused a gasp of pain to escape her lips. "-to catch my breath."

Carter fixed the Spartan with a hard stare. "Negative, Six. You're too badly hurt. Let's move you inside, and we'll see if we can do anything to fix you up." The Lieutenant regarded Carter for a moment, before sighing and nodding, gingerly stepping past him and into the cave. Carter watched her enter, before turning to the others and saying, "Come on, Noble. Let's get inside." With that he turned and entered the cave, with the rest of Noble following close behind.

Six lay in one corner of the cave, doing her best to ignore the throbbing pain in her side, as it grew steadily worse over the course of the last few hours. She lifted her wing, inspecting the wound located there. The flash of pain Six had felt hadn't been from the impact as Six had hoped. Rather, it had been from her own wing blade stabbing into her side. The honed blade had easily cut through the weave of her bodysuit, before plunging directly into her side. Adrenaline had numbed Six to most of the pain, and it wasn't until she finally settled down that she saw the extent of the damage. The blade that had stabbed into her side had thankfully been ripped from the primary to which it was attached, and remained lodged in her side. Six knew better than to remove it, as for the moment the blade was the only thing that was keeping the wound sealed. The pain was excruciating, but the blade seemed to have failed to pierce her lung, so as long as no major arteries were severed, the wound was far from lethal. Nevertheless, it was still a constant source of agony with every movement Six made.

Despite the pain, she was thankful she had managed to once again ward off Carter's offers for assistance. Carter had been firm in his desire to see her wounds treated, but Six had stoically replied with the argument that it would simply be wasted effort. She had been right, of course. As every member of Noble Team had learned after Jorge was injured, healing spells were extremely taxing. What was more, healing spells weren't capable of simply removing any wounds sustained. Rather, they simply accelerated the healing process, allowing the body to heal wounds that would take weeks to heal and make them fixed within a matter of days. Combine that with a Spartan's augmented metabolisms, and that time was effectively cut in half. Jorge's cracked rib had been healed within twenty-four hours of being treated, but Six's wounds were far too severe for anything but surgery to fix. What was more, Six had argued that the wound was painful, not crippling, and if there was one thing that Six could handle, it was pain.

Carter had eventually relented, but not before making her promise to seek treatment once they returned to Canterlot. The Commander had then taken Jorge and Emile to drag the Manticore corpses further into the forest, lest they attract scavengers. Before he had left, however, he had ordered Six to do nothing that may worsen her condition. Six desperately wished for a way to make herself useful, but she had reluctantly agreed. Now she lay on her uninjured side, silently observing, as Kat seemed to be using her magic to fiddle with the servos in her arm, her helmet removed and her expression a mask of concentration. Jun meanwhile lay atop his thundercloud, his

helmet on the floor as he stared at the ceiling.

The sound of approaching hoofsteps signaled the return of the others, and Six shifted her gaze to the entrance of the cave, where Carter and Emile entered. Jorge soon followed, bore down with what seemed to be a large collection of sticks upon his back. Setting the bundle down, Jorge reached up and removed his helmet. "Anyone up for a campfire?" He asked, cocking a grin.

Kat looked from the pile to Carter curiously. "That took a while. What kept you?" Carter, Emile and Jorge shared a look, before simultaneously chuckling.

"Ran into some more of those Timberwolves." Emile answered, pointing to the pile of wood. "Decided a fire might be a good idea. Light this place up a little, you know?" He gestured around the dank interior of the cave.

Kat frowned uncertainly. "I don't know, smoke coming from the mouth of the cave might attract attention."

"Actually," Six jumped in. "that might be a good idea. Dragons tend to make a home in caves like this, albeit bigger ones. The smoke might fool the animals into thinking one's nested here; might even scare them away."

Carter accepted Six's plan with a nod. "Sounds good." Turning to Jorge, he said, "Get that wood ready, and I'll start the fire." Jorge nodded, and set to work arranging the sticks and logs into a basic teepee shape, grabbing a few rocks strewn about the cave to form a crude fire pit. Carter then stepped past the Spartan, settling down near Kat and using his magic to lift his helmet from his head. As his face was revealed, Six was able to make out deep bags underneath his eyes. Six eyed him with some concern, but elected to remain silent. She wasn't in any place to judge someone about his or her sleeping habits, after all.

Within minutes the fire was blazing, its shifting flames causing waves of orange light to dance about the cavern. The Spartans gathered around it, each of them staring into the fire but saying nothing. Finally, Emile broke the silence. "This is too fuckin' weird, y'know?" He said, shaking his head softly. "We're fightin' Covvies one day, the next we're in the land of magical fuckin' ponies. Not exactly what I was expecting when I was bleedin' out back on Reach."

Jun nodded in agreement, chuckling faintly. "Yeah, definitely not my idea of an afterlife. I mean, I don't know if I expected there to be anything after death, but thisâ€¦ this certainly wasn't something I expected."

"And what about the Covvies?" Emile said; drawing looks from the rest of the team. "I mean, who's gonna stop 'em now? We lost Reach, our biggest colony, and it's only a matter of time before they find Earth."

"I've been wondering about that, actually." All eyes turned to Jorge, who looked to each of the Spartans in turn. "I've been holding off, what with all that's been going on, but now I want answers. I blew up that Supercarrier. I gave my life to save Reach, how the Hell did it

fall? What happened to my home?" The assembled Spartans cringed as his last question rose into a firm demand near the end.

Carter did his best to meet Jorge's gaze as he answered, "After youâ€¦ died, the Supercarrier was destroyed. We thought that Reach was safe. But then at least a dozen more showed up. It must have been the whole damn Covenant Fleet."

Jorge said nothing, only staring blankly at the Commander. His jaw worked as he struggled to find the words to respond. Swallowing, he finally managed to choke out, "So what happened next?"

Carter sighed. "The Covenant then hit all the major population centers; cut off our means of evacuating the citizens, then started glassing the planet. Thanks to Six, we managed to escort a few ships off planet, but not enough." Carter looked down, his expression somber. "Never enough."

Jorge was again silent as he digested the news that his home was destroyed, and most of its people, his people, were dead. Suddenly, his expression brightened slightly as he recalled something. "Jun said that Halsey was safe." He said, his expression one of hopeful confusion. "I thought she died when the Supercarrier glassed Sword Base."

Carter shook his head. "After New Alexandria was glassed, we recieved orders to go to back to Sword Base. A Torch-and-Burn Op, they said. In reality it was just a ploy to lead us there so we could go to the base located two klicks underneath it. There we found out Halsey was not only alive, but had some sort of discovery that could possibly defeat the Covenant. She had us deliver an AI to a ship in Aszod, which Six did successfully. I sent Jun with Halsey to secure her in Castle Base."

Jun jumped in quickly. "Which I did, despite the Covenant already being there. I managed to lock her inside, then brought the mountain down over the entrance. It will take awhile for the Covenant to dig through that rubble, let alone breach the base. She's safe." Jorge nodded as Jun finished, his expression one of relief. This soon gave way to depression as Jorge mourned the loss of his home.

Carter quickly strode up to the Spartan, resting a hoof on his shoulder. "Reach won't be forgotten, Jorge. People will remember it, and when this war finally ends, they'll return. They won't let its memory die."

Jorge looked to the Commander, meeting his gaze for a moment, before nodding resolutely. "You're right, sir. Besides, as long as I still breathe, I'll remember Reach."

Carter gave Jorge a reassuring smile. "So will we, Jorge. All of us." He looked to each of the remaining members of Noble, seeing them nod and give their own words of affirmation."

There was silence for a moment, no one saying a word out of respect for the fallen world, until Six spoke up. "The fight isn't over yet." She said flatly. "Reach wasn't just an end; it was a beginning. Humanity won't take this lying down; there'll be plenty of people who will fight in Reach's name. This fight, this war, it isn't over yet. There'll be another time."

Kat frowned. "But who will fight it?" She asked to no one in particular. "Who will be able to stop them?"

Carter looked to Kat, before answering, his voice full of confidence, "As long as there's a single Spartan left out there, then the fight isn't over."

Emile laughed. "Well, whoever he is, he's gonna have to be pretty damn good if he's gonna have any hope of beating the Covenant." The other Spartans gave various murmurs of agreement.

Jun raised his hoof as if giving a toast. "To The Last Spartan. Whoever and wherever you are; Good Luck."

"Good Luck." The rest of Noble chorused, raising their hooves as well. For a moment, they simply remained still, until they simultaneously lowered their hooves, grinning to each other.

The Spartans then lapsed back into silence. For a long while, none of them spoke, as they all became entrenched within their own thoughts. Jorge allowed his thoughts to remain focused on Reach, recalling all his time spent there, from his early childhood, to his training as a SPARTAN-II, and finally to the battle held there. It hurt to remember these things, knowing that they would be forever lost, but Jorge smiled anyway. The pain of loss could not overcome the hope he felt that one day, these things would return.

Emile thought about the Covenant that had invaded the planet, as he removed his helmet and set it beside him. He had no regret killing them, in fact he only wished he could have killed more. He wished that he could go back to Reach, if for no other reason than to pay those alien bastards back for each life they took from the colony. He shook these thoughts away. Reach was gone, and he was dead to that world. He had a new objective, and following it would be sure to give him plenty of targets for the foreseeable future. He began contemplating all the best ways to kill a Griffon, and allowed a twisted smile to creep across his face.

Jun's thoughts were firmly locked onto his new charge, Rainbow Dash. The Pegasus had remained on his mind since she had left him back in Canterlot. She was brash, loud, and arrogant; many qualities that Jun detested. However he couldn't help but notice that these traits were ones he could point out within himself. He thought back to all the times that Carter had told him off for speaking out of turn during a mission, and chuckled. Maybe they would be able to get along, despite the differences in their personalities.

Six's thoughts too were on her own Element of Harmony: Fluttershy. The meek Pegasus was everything that Six wasn't. Where Six was calm, self-assured, and fearless, Fluttershy was anxious, meek, and spineless. Six held some regard for her consideration for others lives; something that Six herself had lost a long time ago. Her innocence, however, only filled Six with contempt. Thinking back to how she had looked at Six, as if she were a monster for killing those Covenantâ€¦ Six shook her head; it wasn't fair to judge her because she stood by her principles. Six only hoped that the timid Pegasus would prove to contain some form of hidden strength, if for no other reason than to allow Six to tolerate her presence at all. Another twinge of pain interrupted her thoughts, and she gingerly lifted a

wing to inspect her side. The wound was growing worse, as her unintentional shifting had slowly worked the blade out of her flesh, allowing blood to weep from wound in worrying amounts. What was worse, if her labored breathing was any indication, she more than likely had collapsed a lung. She quickly folded her wing, hiding the wound. There was nothing that could be done now, short of surgery, and she refused to have her teammates worry about something they couldn't control. The thought of having either Kat or Carter cast a healing spell, to at least slow her injury if not cure it, was quickly banished. She refused to have them exhaust themselves. Even if the spell was cast, she wouldn't be as effective in a fight as the Unicorns were at full strength. She could wait for extraction. As the blood began to pool around her stomach, she silently wished that sunset would arrive soon.

Kat thought about the war between the two groups within the Griffon Kingdoms. Already her mind was reviewing everything she knew about Civil Warfare, from guerilla tactics to battle strategies, to the possible outcomes of their engagements. She worried that becoming involved with another nation's war, despite the threat it may pose to your own nation, may not be worth the risk. And to do that without the consent of your own governmentâ€¦ Kat only prayed that the Princess was correct, and that winning the war would ensure Equestrian Security.

Carter looked to each of his subordinates in turn, regarding them silently as he attempted to guess what they were thinking. Kat was probably going over tactics. Jun's small grin suggested he was satisfied about something. Emile's manic grin could only mean he was thinking of combat. Jorge meanwhile had a solemn expression. No doubt he was thinking of his home on Reach. Carter thought's drifted back to his own childhood on Biko, and he felt a pang of sympathy for the Spartan. Finally, Carter settled his gaze on Six. The newest member of Noble was also the one whom Carter found to be most unfathomable. As usual, her helmet blocked any hope of reading her expression, and her body language was limited at best. However, the way she shifted uncomfortably, occasionally ruffling the wing on her right side, suggested that her wound was bothering her. Carter hated doing nothing about it, but one thing he learned about Six in their short time together was that she was above all else practical. She would not place her own health above the good of the team, but on the other hand she knew perfectly well that dying would leave all of them much worse off. He trusted her to seek help when she truly needed it, lest she become a liability. Carter smiled; he knew his team, possibly even better than they knew themselves, in some cases.

Satisfied that his team was comfortable, he turned his gaze towards the entrance to the cave, examining the orange light that streamed in. In all the excitement, the day had gone by far more quickly than he had expected; sunset couldn't be more than an hour away. Smiling to himself, Carter prepared to spend the next hour in peace.

**RAAAAAAAAWR!***

Carter sighed _Of course._ He thought darkly, as a roar more massive than ever before caused the cave to tremble violently. Staggering to his hooves, Carter looked to the entrance to the cave, and discovered that the sunlight that had been streaming in previously had gone dark. Something was blocking the entrance.

**Trespasser! Intruder! You infringe upon my domain! Show yourself, so I may punish you for invading my territory!** The voice thundered, each word sending a small quake throughout the cave. Carter looked up to see the rest of Noble Team observing him with apprehension, waiting for his direction.

Carter looked down, his face a mask of concentration as he considered how to respond to this challenge. From the simple fact that whatever was calling them out was talking to them, however hostile his words may be, it at least meant that he might be able to negotiate with the source of this voice. His attention was then drawn to the voice's words. It had referred to Noble Team in the singular, which meant it most likely had no idea there were in fact six people in this cave, only one. Carter quickly put together a plan of action.

Lifting his helmet back onto his head, Carter strode towards the entrance to the cave. Then, before the others could move to follow him, he turned around and addressed them. "I'm going out to greet our new guest. I want the rest of you to stay here, and stay quiet. I'll see if I can resolve this peacefully."

Naturally, the Spartans responded with immediate cries of dissent. Emile in particular looked irritated at Carter's plan. "Commander!" He huffed indignantly. "Did you even hear that thing? Whatever it was, it obviously isn't friendly."

Carter shook his head in response. "Maybe so, but it also means he's sentient. And if this thing can think for itself then that means that we can negotiate. Besides, from the sound of it that thing is bigger than whatever else we've fought so far, and I'm not in the mood to start a fight I can avoid."

Jun frowned as well. "But sir, why go out there alone? If this does turn into a fight, it'll be better if we're there to help you."

Carter again shook his head. "From the sound of it, that thing thinks there's only one person camped out in here. If I go out there and negotiations do break down, then we'll at least have the element of surprise." He grinned. "Just because I'm not looking for a fight, doesn't mean I'm not prepared for one."

As Carter's arguments made their impact on the Spartans, they finally relented, and allowed Carter to proceed out of the cave. What he saw after doing so caused a solid lead weight to settle in his gut. Before him was a massive form that was unmistakably that of a dragon. It was huge, almost the size of a Covenant Scarab, and was sheathed from head to toe in brilliant emerald scales. It's back, head, and tail bore a row of razor-sharp, lighter-green spines, matching the color of its javelin-sized claws. From its mouth sprouted multiple rows of dagger-sized teeth, and above its mouth two eyes the size of Carter's head were narrowed in fury, their golden irises a stark contrast to the slitted pupils within. As Carter exited the cave, the dragon surprisingly no outward reaction, its gaze remaining focused on the space well above him. With a jolt, Carter observed the smoke pouring from the cave and mentally slapped himself. _Of course,_ He thought. _He must think there's a dragon in there. That explains why he's being so territorial. Another dragon would be a serious threat._ Thankful that he may in fact be able to escape this endeavor without

the need for bloodshed, Carter raised a hoof to his helmet and gave a quick, _Ahem._

Immediately the dragon's head snapped down to Carter's position, and its expression morphed into one of confusion. _**What is this?**_ It asked, its booming voice forcing Carter's expression into one of irritation that was thankfully hidden by his helmet. _**A pony? What are you doing here? Why are you encroaching upon my territory, filling the skies with smoke? Do you realize how insulting this is? Mere ponies, infringing themselves upon my land?**_

Carter observed the dragon's insulted expression, and answered, "I am sorry if I have offended you. I assure you, it was not my intention. I-"

**I care not for your intentions! You have invaded my territory, and I demand compensation. Tell me pony, what have you to offer in recompense for this insult?**

Carter frowned. This was not going well. He had nothing to offer this dragon, and from the fierce look on its face it wouldn't take much for the situation to deteriorate into combat. "I don't have anything to offer you, I'm afraid." Carter said evenly, ignoring the dragon's snarl as he continued, "I only intend to stay until sunset, and then I will be out of your, err, scales."

The dragon's brow furrowed at Carter's statement, as curiosity overcame its possessive rage. _**What is your business in the Everfree; pony?**_

Carter gave a silent sigh of relief that the dragon's attention was directed away from its rage for the moment, and answered, "I have been sent here as a training exercise from Princess Celestia."

This seemed to earn a reaction from the dragon, who at first seemed surprised, before growling angrily. _**Celestia. I had believed we had reached an accord last we met. This forest is MINE.**_ The dragon loosed a roar as it flared its wings impressively, and Carter found himself tensing in response. When the dragon had finished its demonstration it looked down at the Commander. Seeing Carter hold his ground against its display, the dragon lowered its wings, a befuddled expression upon its face. _**You show more spine than many of your brethren, pony.**_ It said with equal parts distaste and respect. _**But this does not excuse your trespass upon my land.**_

Carter quickly smothered his desire to attack the beast and was about to respond when his com link burst to life. "Commander!" Kat shouted over the link, tension discernible in her tone. "What's going on? Do you need assistance?"

Remaining still so as to keep the dragon unaware that he was talking to someone else, Carter responded, "Negative Kat, stay back. Negotiations are having some trouble, but our guest doesn't appear to be hostile. Not yet, anyway."

Kat seemed unconvinced, but didn't argue as she answered, "Alright, but what exactly is our 'guest'? From the roaring I doubt that its another pony."

"Got it in one, Kat." Carter said. "It's a dragon. Apparently we're

trespassing in his territory."

Emile joined into the conversation then. "No shit, really? Well that sounds like a challenge, you sure you don't want us to engage?"

Carter was firm in his response. "Negative, Four, I don't want a fight with this thing if I can avoid it. Just stay back, and wait for my go." A grumbled "Fine." was returned to him, and he returned his attention to the expectant dragon. "I was uninformed of any agreement, as well as your presence within this forest. I'm just a soldier; I follow orders given to me, and I was ordered to stay in this forest until nightfall. I apologize for any inconvenience this may cause you, but I will not disobey a direct order from a superior. Until nightfall, nothing is going to make me leave this forest."

The dragon growled at Carter's response, but looked to Carter with a sense of begrudging respect. **__**Such loyalty is admirable, but foolish.**_** It paused for a moment, looking over Carter dubiously, as the Spartan forced himself to remain still under the dragon's scrutiny, while steadily meeting its gaze. Finally, the dragon sat back on its haunches, appearing satisfied. **__** Very well.**_** It said. **__** I will allow you to stay until nightfall. However, should you prove to be lying to me, and I discover you within my territory again, I will not be so lenient. You have until nightfall, and if I ever find you in my territory again, I will feast upon your bones.**_** The dragon finished with a snarl, puffs of smoke jetting from its nostrils.

With no small amount of relief, Carter nodded. "Thank you. I promise I'll do everything in my power to make sure it doesn't come to that."

The dragon gave a low rumbling chuckle. **__**Be sure that it doesn't. I shall return in the morning. Should you be true to your word, then this is farewell.**_**

Carter nodded again. "Farewell." The dragon returned the gesture, before flaring its wings and in one mighty flap, took to the skies. Carter watched it depart, waiting until it had disappeared over the tree line, before heaving a massive sigh of relief, plopping down on his haunches. Behind him, the rest of Noble Team began to emerge from the cave. They approached the Commander, regarding him with equal parts curiosity and amusement.

Jun was the first to speak. "Great work, sir. It's nice to meet something without having to fight for our lives for once."

Jorge nodded in agreement. "If anyone could talk down a dragon, it would be Carter." He said, chuckling deeply. Kat and Six gave their own praise for the Commander, while Emile sulked quietly, slightly put out at the fact that they had resolved things without a fight. Nevertheless, he congratulated Carter on a job well done.

After accepting the commendations from his teammates, Carter looked to the sky, and was pleased to find that it was drawing close to sunset. The orange sphere hung low in the sky, almost entirely hidden by the trees. Carter ordered his team back into the cave, and the Spartans complied, returning to their positions around the fire. At first, the Spartans returned to their thoughts, until Emile broke the

minute-long silence saying, "I still think we could've taken on a dragon. Definitely would have been a nice challenge."

Carter chuckled at Emile's nearsighted bloodlust. "The thing was the size of a Scarab, Emile." He said sardonically. A smile came to his face as he added, "And I didn't have a Pelican to crash into it this time." This drew a laugh from Emile, and a small scoff from Six, while the others looked to him confusedly. "Long story." He answered simply. The others looked even more bewildered by this response, but simply shrugged it off.

Any further conversation was cut off as a loud fwoosh resounded through the cave, and a burst of light appeared directly in front of Carter. As Noble all looked to the source of the flash, they saw it dissolve into the form of a rolled-up scroll bearing a golden seal, one which Carter recognized as Celestia's. Carter instinctively caught the scroll in his magic, the blue aura wrapping around the scroll, breaking the seal and unrolling the parchment. As he read the message, he relayed the words aloud for Noble Team's benefit.

Commander,

If you are reading this, then congratulations. You have successfully proven capable at surviving in a hostile environment. Your extraction will be arriving momentarily, and after you return I expect a full report on your experience.

Princess Celestia

No sooner had Carter finished the note, another light appeared within the cave. This one was growing larger and larger before finally settling into the form of a large portal. The portal was glowing with a golden ethereal light, and through it Carter could make out the image of what looked to be a large decorated chamber beyond. Carter looked to each of his team in turn and, seeing that they were ready, signaled them to follow as he stepped through the portal.

As Carter crossed the threshold of the portal's edge, he was overcome with a strange sensation, akin to static, washing over him. His HUD flickered as the magic washed over him, and a tingling sensation grew over his horn. Then, as quick as they had come, the sensations faded, and Carter found himself standing before the form of Princess Celestia.

The Alicorn smiled down at Carter, as he quickly snapped into a firm salute, the forms of Noble Team doing the same as they appeared behind him. Celestia regarded each of them for a moment, her gaze lingering especially long on Six, before she returned her gaze to Carter and nodded her head. "At ease."

The Spartans released their salutes, and Celestia continued, "It is good to see you are all still alive, though I can't say that I'm surprised. Before we go any further however, do any of you need medical attention?"

To nobody's surprise, Six stepped forward. "I do." She said impassively. "I have received blunt force trauma to my midsection, as well as a deep stab wound and a punctured lung." The impassive way she listed the otherwise debilitating injury sent a chill down

Celestia's spine, and Carter frowned upon hearing how badly injured the Lieutenant was. He mentally noted to be more forceful with her next time, if this was what she considered to be a walking injury.

Quickly recovering from her uneasiness, Celestia turned towards the door to the chamber, and the two guards stationed there. Gesturing to Six with a wing, she said to them, "Please lead the Lieutenant to the Medical Wing, and see to it that her wounds are treated." The two guards nodded stiffly, before turning and striding out of the room, Six following close behind.

Returning her attention to the remaining Spartans, Celestia continued, "I wish to once again express my joy at seeing you alive. I wish to hear a full report on your time in the Everfree."

Jorge looked to Celestia in confusion. "Right now? What about Six?"

Celestia smiled at the Spartan's concern for his ally. "She will be debriefed in time. Now, tell me everything, I wish to hear the full story." The Spartans took a moment to regard each other curiously, before complying, beginning to tell their tale to the Princess.

"-and that's it." Carter finished, the rest of Noble giving sounds of agreement behind him. Over the course of the last hour, Noble had relayed their experiences to the Princess, stopping occasionally to answer the occasional question. When they had reached the point of Carter's discussion with the dragon, Celestia had expressed surprise at the dragon's presence, but was glad to hear that the situation had been dealt with peacefully. As Noble finished recounting their tale, the sound of a clock striking nine could be heard. Celestia turned towards the source of the noise, a large grandfather clock placed in the corner, and turned back to Noble with a smile.

"The hour grows late. You have all been through quite the ordeal today, and I think you all deserve some much-needed rest. Tomorrow I will be sending all of you to Ponyville, something that I assure you will require a good deal of energy. You are dismissed." The Spartans each gave Celestia another crisp salute, before moving to file out the door to the chamber, heading towards the barracks.

Carter however stopped before passing through the doorway. Kat looked back to him in confusion, and the Commander responded with a jerk of his head toward Celestia. Understanding his meaning, Kat nodded and proceeded out the door, using her magic to close it behind her. Celestia heard the door close and looked to find Carter still in the room with her. "Is there something you wish to discuss Commander?" She asked innocently.

Carter nodded, lifting a hoof to retract his armor, revealing an accusatory glare directed at the Princess. "You set us up." He said. Walking up to Celestia, his stern expression remaining locked on her own. "You knew that dragon was there. He said you had worked out his territory. That isn't something a ruler forgets, especially since the dragon's home is so close to a town."

Celestia silently regarded Carter for a moment, the only change to her expression being a subtle raise of one brow. Seeing that Carter's

resolve showed no sign of wavering, she sighed. "You are correct." She relented. "I was perfectly aware of the dragon's territory, and purposely dropped you within it. I planned for you to encounter him."

Carter fumed at this revelation. "Why?" He demanded. "Why put us in danger against such a dangerous enemy? Did you expect us to kill it? I don't appreciate being sicked upon someone without any idea of what I'm up against. Especially if it endangers my team."

At this statement, Celestia's expression fell into one of sadness, much to Carter's surprise. "Trust me Commander, I do not relish placing anypony in danger, especially my own subjects." Celestia paused, striding over to a nearby window. She took a moment to regard the night sky with a genuine smile, before continuing, "This Civil Warâ€¦ it is not one that can be won with pure brute force." Celestia turned back to Carter, her face grim. "I explained that Noble would not be able to hold back the Griffon Armies should they invade Equestria. The same could be said for the opposite: Noble alone will not be able to win the war. You will need allies. I needed to know that you were capable of doing more than fighting everything you come across. The Loyalists will be wary of your support, and may even become hostile. I will need you to know when not to fight. Today you proved to me that you are capable of defusing a potentially antagonistic situation. I now know that I can trust you to show restraint."

Carter frowned. "You could have done that without endangering me and my team."

Celestia nodded. "Maybe. I took a gamble, and it paid off. You have my word Carter; I will never purposely send your team into a situation I am not completely confident they can handle again. I now trust you to make the right decisions."

Carter regarded the Princess in silence for a moment, before turning towards the door. Pulling it open, he was about to pass through the door, until he turned back towards the Princess. When he spoke, his voice was cold. "I wish I could say the same." Not waiting to hear Celestia's reaction, he strode through the entrance, shutting the door behind him.

Author's Note: Alright! Next chapter is up! Now I know what you're thinking, why wouldn't Noble fight the dragon? Well, I think it's perfectly reasonable to think that no one on Noble Team, save for Emile, would purposely go looking for a fight. Yes, they may be perfectly capable of tearing apart anything in their path and would never run from a fight, but to make them actively seek out dangerous combat when they could avoid it would be stupid. Don't worry, there'll be plenty of opportunity for Noble to fight a dragon in the future, and I promise it'll be epic. Anyways, I hope you enjoyed this chapter, and I'll see you in the next one!

11. And The Horse You Rode In As

Six lay back on the hospital bed, her wings carefully raised behind her into a comfortable position, and fought the urge to writhe beneath the strange feelings rippling through her chest. On her left, a doctor stood, his horn glowing brightly and his face a mask of

concentration as he struggled to maintain the healing spell. The spell caused a sensation akin to snakes crawling through her chest, only punctuated by brief bursts of pain as her wounded flesh knitted back together. Eventually though, the pain passed, and Six felt her lung resume its functions, savoring the feeling as she took a few deep breaths.

The doctor stepped back from Six, looking weary but satisfied. "That should do it." He said, looking over Six's now healed side. The wound remained, and the doctor levitated over a bandage, quickly covering the wound. "I've sealed your lung and repaired some of the damage, but the wound is too severe for me to completely heal alone. You should be fine as long as you get some rest, and avoid any strenuous activity." The Lieutenant nodded, and the doctor yawned widely. "Good. If you'll excuse me, I think I require a bit of rest myself. I'll be back to change your bandages before we release you in the morning. If you experience any pain, call for a nurse, and we'll set you up on some local anesthetic. Goodnight, Lieutenant." Six nodded again, and the doctor turned and trotted out of the room.

He hadn't made it two steps however, before he collided with Carter. "Oh! Excuse me!" He said quickly, looking up to the Spartan. "Ah, Commander. Checking in on the Lieutenant, I assume?"

Carter nodded in response. "Yes I am. How is she?"

The doctor looked toward Six's room curiously. "I have just finished healing her. The damage was extensive. To be honest, I'm amazed that she was conscious, let alone ambulatory."

Carter laughed dryly. "Yeah, that sounds like her. Is it alright if I see her?"

The doctor nodded. "Of course! Just make it quick, she needs her rest." The doctor yawned again, covering his mouth with a hoof. "I need some as well, to be honest."

Carter thanked the doctor, who gave a sleepy acknowledgement in return, before striding into the room. Six lay on the bed, her helmet still in place, though the rest of her armor was retracted. Upon seeing Carter enter the room, Six gave him a stiff nod. "Commander, Sir." She attempted to sit up, but faltered, as she attempted to hide a wince as pain blossomed in her side.

Carter raised a hoof, signaling her to lie back down. "At ease, Six." Striding up to the bed, Carter lifted her chart from the table beside her. Looking down at the chart, he calmly began to read its contents. "Widespread bruising about the chest, three bruised ribs, one cracked rib, a sprained ankle and wing, and a deep chest wound resulting in a punctured lung." Carter set the chart down and fixed Six with a scathing look. "If this is what you consider fit for duty, Lieutenant, then I'd hate to see you wounded."

Six remained silent, looking down and avoiding Carter's gaze. Carter studied her for a few moments, before speaking again. "I need to know that you won't let something like this happen again, Six. When you joined this team, I didn't think it need to be said that you're no good to me dead. By keeping quiet about this, you made yourself a liability."

This statement drew a reaction from Six, who whipped her gaze towards him. "I did this to prevent myself from becoming a liability." She growled. "To heal my wounds would have taken time and energy, two things that we didn't have enough of. You and Kat were much more capable at full strength than I would have been even if you healed me." She gestured to her side, where the bandage was already beginning to dampen with blood. "If my wounds ended up killing me, that would be one thing, but I would rather die than get one of you killed from the effort of helping me." She looked down again. "I didn't want to be a burden."

Carter shook his head. "Six, one thing you need to understand is that if I had to carry you out of that forest myself, it wouldn't have weighed as heavily on me as if you had died back there. I've lost enough soldiers, Six. I don't need to lose any more." Carter paused, and then added slowly, "You're more valuable than you think."

Six shrugged, still keeping her gaze locked on the bedspread. "I suppose I'm just used to being disposable."

Carter frowned. A moment passed, before he reached over and laid a hoof on Six's shoulder. The Lieutenant looked up towards him, and Carter gave her a solemn look. "When I told you to leave that Lone Wolf stuff behind, I didn't mean I intended to leave you behind as well. You may have started as a replacement, but now you're one of us. You mean a lot to this team Six; don't forget that." Carter released Six's shoulder, and stepped back. "We're deploying to Ponyville tomorrow, so make sure you get some rest."

Six nodded. "Yes Sir." Carter turned and marched towards the door. He was about to cross the threshold when he was stopped by a call of, "Commander." Turning back, he saw that the Lieutenant was looking at him, her gaze locked with his. For a moment, the two remained frozen, until Six looked away, muttering, "Thank you."

Carter chuckled. "Just doing my job, Lieutenant. Try to avoid any mortal wounds in the future, alright?"

Six gave a small laugh of her own. "I'll do my best, Sir. No promises."

Carter smiled. "Good to hear. I'll let you rest, we have a busy day tomorrow." With that, Carter turned and proceeded out of the room, shutting the door behind him with a flick of his magic. Six watched him leave, before turning on her side and shutting her eyes. Her thoughts grew muddled, and within moments she was asleep.

Twilight sat at the head of the table, smiling as each of her friends discussed their plans for the Grand Galloping Gala. They had arrived at the restaurant a few minutes ago, but every moment, as well as those spent walking to the restaurant itself, had been spent chatting about the event. Looking down at her plate, she levitated a sandwich up, before taking a massive bite.

Beside her, Rainbow looked at her bulging cheeks and laughed. "Geez Twi," She said, grinning. "Slow down. The food isn't going anywhere."

Twilight gave Rainbow a sheepish look before swallowing heavily. "Sorry Rainbow." She said. "But after the day I've had, I want to

make sure I get to eat before something either drags me or this food away." The group shared a laugh at the remark, including Spike, who returned Twilight's knowing look.

Spike took another long draw from his own soda, before adding, "She's right though, Twilight. You keep eating like that, and you're gonna-" He was suddenly cut off as his cheeks bulged, the dragon bringing a claw up to clutch at his mouth. Then with a loud _BUUURP_ he released a cloud of twisting green smoke. The smoke swirled through the air before coming to a stop before Twilight, and with a flash of light, dissolved into the form of a scroll. The royal seal on the scroll came apart as the scroll unfurled, and Twilight instinctively began to read its contents. Upon finishing the letter, Twilight let out a gasp of surprise.

"What is it, Twi?" Applejack asked, looking to her friend with curiosity. Around her, Twilight's other friends regarded her with much the same expression.

"It's a letter from Princess Celestia." Twilight said redundantly. "It's about Noble Team." This drew several excited murmurs from the others, and Twilight began to read the letter aloud.

_To My Faithful Student, _

_ I am happy to announce that Noble Team has finished their training in Canterlot, and are now ready to assume their roles as your guardians. I have given them tonight to rest and recover from the training, and they shall arrive in Ponyville tomorrow at noon. I am confident that you and your friends will give them a proper welcome, and will help them settle into their new lives here, as your friends have done for you. I hope to hear about your experiences with Carter and the rest of Noble in your next letter. _

_ Your Teacher, Princess Celestia _

Twilight finished reading the letter and looked up to her friends, hoping to gauge their reactions. Rainbow grinned jubilantly and pumped a hoof, excited at the impending arrival of her guardian. Rarity too looked animated with the news of Kat's impending arrival and, if the thoughtful expression on her face was any indication, was already going over dress designs for the Spartan in her mind. Applejack looked satisfied that Jorge would be coming with her onto the farm, though her somewhat troubled expression suggested that she was upset at the Spartans moving in at such short notice. Fluttershy, for her part, looked to be torn between excitement at the announcement, and abject terror that Six would be not only be returning, but moving in with her as well. Lastly Twilight turned her gaze to Pinkie, only to find that the pink pony had vanished, only a quickly dispersing cloud of dust revealing that she had been there in the first place.

Surprised by her friend's sudden exit, Twilight looked to the others confusedly. "What was that about?"

Rarity looked to the door of the restaurant that Pinkie had shot through moments earlier with some concern. "Oh, I hope the poor dear isn't distressed by the news that Emile is returning. He was a bit of a brute, after all."

Applejack shook her head. "Nah, that ain't it. Pinkie ain't the type a pony to care 'bout somethin' like that. Ah bet she's just excited, probably goin' ta plan a welcome party or somethin'." The others nodded at this, and Rainbow Dash gave a small laugh.

"She's just being random as usual, so who knows. And no offense to Pinkie, but I feel a little bad for Emile. Imagine him tryin' to keep up with Pinkie!" Rainbow snickered again, and the others joined in.

"I myself am quite looking forward to Catherine's arrival." Rarity said excitedly. "I've been toying with some ideas I'm sure she'll just adore, although it has been a bit difficult. A colt's hairstyle and a mechanical hoof aren't the easiest to work with, after all."

Applejack rolled her eyes. "Ah think yer forgettin' that Kat's a soldier, Rarity." She drawled. "She ain't gunna' be too interested in prettifyin'."

Rarity tsked dismissively toward Applejack. "Nonsense, Applejack. Catherine seemed to be of quite a refined mind. I'm sure she'll be able to appreciate, as you so elegantly put it, prettifying." Applejack looked ready to retort but Rarity continued, "And what about yourself, darling? Surely you must be excited at Jorge's impending arrival."

Applejack stopped, and thought for a moment before answering, "Ah guess. Ah'm still worried about how my family's gunna' take him movin' in all sudden-like."

Twilight looked to Applejack with concern. "You haven't told them yet?"

Applejack huffed indignantly. "O'Course Ah've told 'em! When Ah got back from Canterlot, it was one'a the first things we talked about." She frowned, looking down at the table. "Still, tain't easy tellin' yer kin that a stallion old enough ta be yer father's gunna' move in so he can be yer 'guardian'." The others winced and gave Applejack sympathetic looks as she continued, "Still, it'll be nice havin' an extra set a hooves helpin' out around the farm. Ah just hope he'll be able ta pull his weight."

Rainbow Dash chuckled. "Might be a problem for a guy like Jorge." The others laughed, and Rainbow cracked a grin as she continued, "Personally, I can't wait for Jun to show up! A week-long crash course in flying from somepony chosen by the Princess herself? Who knows, he may have even been trained by the Wonderbolts! I can't wait to test his speed for myself; see if he can keep up with Equestria's greatest flyer!" Rainbow observed her friends' deadpan expressions with a grin, but felt her smile falter as she spotted Fluttershy's nervous look. Wrapping a hoof around her friend, Rainbow Dash pulled Fluttershy close as she continued, "And maybe I'll stop by and see what Six can do, too. I'm always up for more competition!"

Fluttershy gently extricated herself from Rainbow's grip, before responding, "I hope Six would be up to flying with you too, Rainbow. I, um, just really hope she doesn't mind living with me. I mean, what if she doesn't like animals? I don't want her to be uncomfortable,

and I definitely don't want to have to get rid of my animals, but I also don't want to just kick her out. I-

Rainbow then decided to silence the Pegasus by gently placing her hoof over her muzzle. "Relax, Fluttershy." Rainbow Dash said. "Six doesn't seem like the kind of pony to let something like animals bother her. It'll be fine." Rainbow gave Fluttershy a confident grin, which succeeded in bringing a meek smile to the latter's face.

"You're right Rainbow. I guess I'm just afraid of disappointing Six. After what happened last timeâ€¦" Fluttershy looked down, regarding the floor for a moment before lifting her gaze, her expression now set with determination. "I owe it to her to be the best host I can." The others looked to Fluttershy with curiosity at their friend's firmness, but nodded in agreement all the same.

Rarity then turned to Twilight. "How about you, darling?" She asked, observing her friend inquisitively. "I imagine you must be quite excited to have a stallion like Carter staying with you." Rarity quirked an eyebrow suggestively with this statement, and Twilight found herself blushing hotly, while the others, save for Fluttershy, laughed quietly.

Coughing awkwardly into her hoof, Twilight ignored her friends suggestive grins as she answered, "Actually Rarity, to be honest I'm a bit nervous. Carter and I never really got a chance to talk, even in Canterlot. He seemed more concerned about the rest of his team." Twilight frowned as she thought back to her time in Canterlot one week earlier. From the moment after her vision of Carter's death had ended, Twilight had been hoping to have a conversation with the Spartan. Sadly, his attention seemed to be entirely focused on either the Princess, or his own teammates. Being the relative introvert that she is, Twilight hadn't pressed him, choosing instead to observe calmly as his focus strayed elsewhere. "I'd honestly love for us to be friends, with him living with Spike and I, but I don't know if that's what he wants."

Applejack shook her head, chuckling softly. "Look Sugarcube, if ya want Carter ta start bein' your friend, ya just gotta start by bein' friendly to him. Ya can't wait fer him ta start talkin', you gotta go ta him yerself." The others gave various murmurs of agreement.

"Yeah, what she said!" Rainbow Dash continued. "You got lucky with us, Twi. We all sorta came to you wanting to be friends."

Twilight cocked an eyebrow skeptically. "You mean when you crashed into me and knocked me into a pile of mud?" Rainbow grinned embarrassedly, and Twilight sighed. "Still, you're right. I never really went looking for friends, did I? I was just lucky enough to become friends with you girls." The other Elements smiled at their friend's sentiment, and Twilight continued determinedly, "But with Carter, I won't leave it to chance. I'm sure that if I do my best to welcome him, then we'll become best friends in no time!" The others cheered, each of them making the promise to do the same for their own Guardian.

As her friends began excitedly discussing their plans to welcome their respective Spartans, Twilight looked down, rubbing her chin in

thought. "Now all I need is a plan!"

Carter sighed contentedly, savoring the wind whipping against his face and rippling through his fur as he and the rest of Noble made their way towards Ponyville. Beside him, Kat was inspecting the chariot they were riding in, as well as the Pegasus guards pulling it, with interest. From what Carter could make out of her mumblings, Kat was trying to figure out how exactly the guards were able to keep the chariot in the air, given its weight as well as that of its passengers. Chuckling at her apparent frustration with this world's physics, Carter returned his gaze forward just in time to see a layer of clouds part, revealing the small town laid out before them.

Satisfied by their quickly impending arrival, Carter looked back to examine the rest of his team. Jun and Emile were seated in the chariot being pulled just behind his own and behind them, at the back of the group was the chariot carrying Jorge and Six, the latter having just been released from the hospital a few hours earlier. Raising a hoof to his ear, Carter was about to deliver the news to his teammates, before realizing that without their helmets, there would be no way for them to hear him. Sighing, Carter lowered his hoof and raised his voice, shouting over the roaring winds, "Alright people, we're almost there! Once we land, we'll split up and find each of our Elements! Remember, this is a **civilian** deployment, so no armor and play nice! I'm talking to you, Emile!" The Warrant Officer scowled in response, as the three chariots began to quickly descend below the clouds. Within moments, the Spartans had arrived, as the chariots came to a rolling stop in the town square.

As the chariots came to a full stop and the Spartans disembarked, Carter was met with the sight of the Elements of Harmony waiting for him. Twilight was at the front, waving excitedly. Behind her, Rarity and Applejack stood with genial smiles on their faces. At the back was Fluttershy, the Pegasus partially hiding herself behind the others but smiling meekly all the same. Finally was Rainbow Dash, hovering in the air above the others and wearing a grin. "Wait a minute!" Carter thought, cocking his head in confusion. "Where's the sixth one? What was her name? Pinkie Pie?" Carter looked to each of the waiting mares, and mentally shrugged. "They sure don't look worried, so wherever she is, I'm sure she's fine."

Turning to the Pegasus guards who had been pulling his chariot, Carter gave them an appreciative nod. "Thanks for the ride, boys." The two snapped off firm salutes in response.

"No problem, Commander." With that, they turned and galloped away, swiftly picking up speed and lifting off. Behind them, the chariots pulling the rest of Noble did the same. Carter watched them take off before turning to address the Elements, only to find a pair of lavender eyes less than a foot from his own.

"Hello!" Twilight said excitedly, a friendly grin stretched across her face. Carter balked at her sudden appearance, and took an instinctive step back. Twilight only smiled wider in response. "She certainly seems eager." Carter thought, as Twilight continued, "It's great to see you again, Carter! Let me and my friends be the first to welcome you to Ponyville! Again, I mean."

Carter took a moment to stare confusedly at the mare, before replying

evenly, "Rightâ€| Good to be back. So anyway, we should probably have each of my team go with one of your friends to their homes; let us all get settled."

Twilight's smile faltered for a moment, before returning, possibly brighter than before. It was at this moment Carter noticed that Twilight's smile appeared to be rather forced. Feeling a nagging sense of suspicion well up within him, Carter looked past Twilight to each of her friends in turn. They looked relatively calm compared to the now decidedly anxious Unicorn, but he was still able to catch the subtle, nervous looks that they sent Twilight's way.

As he made these observations, Twilight noticed the Spartan's attention drifting away from her to focus on her friends. _Oh no, I'm losing him!_ Twilight thought. _C'mon Twilight, if you want to become friends with Carter, then engage him! Stick to the plan!_ Giving a soft _ahem_ to draw Carter's attention, Twilight continued in an excited tone. "Actually Carter, my friends and I have planned for us all to go back to my Library. Then we'll take some time to chat and get to know each other. We didn't have that much time to talk back in Canterlot, after all. Does that sound good?" Twilight smiled again, silently pleading for him to accept her proposal.

Carter easily read her slightly desperate expression, and felt his unease grow. _Something is definitely wrong here. _Something was affecting Twilight and whatever it was, she certainly wasn't acting normally. Carter considered the possibility that she was being forced into suggesting this proposal. It explained the tension in her and her friends, after all. Deciding that for now playing along was the best option, Carter nodded, flashing a fake smile of his own. "Sounds good. Why don't we get started?"

For a moment Twilight's fake smile transformed into genuine beaming, but she quickly reined it in. _Careful Twilight._ She thought nervously. _You don't want to seem too eager; it might scare him off._ Reining in her enthusiasm, Twilight replied, "Great! Let's go." With that she trotted forward, her friends moving to follow. Turning to the other Spartans, Carter motioned for the others to do the same.

As Twilight and the Elements led Noble towards their first destination, Kat sidled up to Carter, eyeing him curiously. "What's got you so worried?"

Deciding not to waste his breath by asking exactly how she knew he was worried, Carter answered, "There's definitely something wrong here. Twilight was actingâ€| strange. Her friends seem to be on edge too."

Kat glanced at the Elements, who were now chatting amongst themselves, with occasional remarks towards the other Spartans, and raised a brow. "You think they're hiding something?" She asked carefully.

Carter shrugged. "I'm not sure. It could be nothing, but I don't want to take any chances. Tell the others to stay on their guard. If there is a surprise waiting for us, I want Noble to be ready for it."

Kat nodded. "Good call. I'll tell the others." Carter nodded, and watched as Kat stepped forward to subtly address the other

Spartans.

Deciding to try and glean some information from the Elements, Carter quickened his pace until he was level with the mares. They looked to him with curiosity, and Twilight moved closer to him, saying, "I'm sorry that Pinkie isn't here with us, but none of us have seen her since we got the letter saying when you would be arriving."

Ah, so it was Pinkie. "You don't know where she is? After meeting her, I thought she'd be one of the first to welcome us." Twilight bit her lip, frowning.

"Actually, I thought so too." She said uncertainly. "To be honest, I don't have any idea. She disappeared last night, and I haven't seen her since." Noticing Carter's expression darken with concern, she added quickly, "I'm sure she's fine. Pinkie Pie is known for being a bitâ€¦ random. She's probably off somewhere, doing who knows what." _I just hope that "what" isn't something I should be worried about._ She added silently.

Carter raised an eyebrow at Twilight's explanation, but after thinking back to his own experiences with the party pony, he admitted that it wouldn't surprise him. The group continued on for several minutes, slowly making their way through the town. As they walked among the streets of Ponyville, Carter was constantly bombarded with the sense that something was off. Something was missing, but he couldn't quite put his finger on what. Again falling back a bit to sidle up next to Kat, he addressed the Spartan in a quiet tone, "Something's bothering me about this place, and it's not just how Twilight and her friends are acting. Something isâ€¦ missing."

Kat nodded gravely. "I'm pretty sure that 'something' is the townspeople. In case you haven't noticed, we're the only ones walking around out here." Carter looked to her in surprise, before casting his gaze about them in search of other ponies. Sure enough, besides Noble and the five Elements, the street was completely devoid of any other ponies. In fact, as Carter gave more attention to the buildings surrounding them, he noticed that all of them had their doors closed and shutters drawn as well. Feeling a growing sense of foreboding, Carter looked to the Elements. They were still engaged in various casual conversations amongst themselves, and either hadn't noticed the lack of ponies or weren't surprised by it. Jun, Emile, Jorge, and Six meanwhile were now looking to Kat and Carter with expectant expressions, awaiting further orders. Up ahead, the Library was now less than a minute's walk away. The large tree house seemed strangely ominous, with its shades drawn similarly to the many buildings around them. Years of combat experience told Carter to always know exactly what you're walking into, but a nagging voice reminded him, _You're in a civilian town. Whatever danger you find in there, IF you find any in there, do you really believe your team can't handle it?_ Carter frowned, but eventually admitted that this was correct. There was very little that could be in this town that Noble couldn't handle.

So, resigned to simply face the threat head on, Carter made no comment as they finally arrived at the Library. Twilight pushed open the door and strode inside, closely followed by the remaining Elements. The Spartans gave Carter one last glance, which he returned with a nod. As one Noble entered the Library, only to find that it was entirely dark. The open Library door cast a large beam of light

through the center of the room, but beyond that the Library was enshrouded by blackness. Twilight squinted into the dark, muttering, "That's strange, I told Spike we would be back soon. Why are the lights off?"

Suddenly, Carter felt Six stiffen behind him, before whipping her gaze about the room, her muscles tensing in preparation for a fight. "Sir! I've got movement!" She barked.

Carter tensed, turning to Six. He saw her agitated state and began scanning the darkness of the room himself. "Where?" He asked.

"All around us! There must be-" The rest of her response was cut off as the room suddenly burst into light, and the Spartans were bombarded by noise.

Disoriented, the Spartans quickly recovered as a figure zipped up to them, screaming, "SUR-" Any further noise was interrupted by a cry of "AMBUSH!" before the figure found itself tackled to the ground, pinned beneath Emile's form as he drew his kukri and pressed it against its throat. Behind him, the other Spartans instinctively launched into action. Jorge wrapped his forelegs around Applejack and Rarity, before smothering them under the protection of his body. Kat stepped in front of Jorge and gripped the nearest object, which in this case was a shelf full of books, in her magic. The tomes flew to her side, floating next to her and ready to be turned into impromptu missiles. Six leapt towards Fluttershy, wrapping the Pegasus in her forelegs and using her wings to form a rudimentary barrier in front of them, the gleaming blades rasping loudly as they were locked together. Jun flew over to Rainbow, wrapping his forelegs around the Pegasus and before she could protest pulling her behind him. He then flared his wings and took a defensive stance, searching wildly for any threats to his charge. Lastly Carter seized Twilight in his magic, dragging her over to him before throwing a foreleg over her as his horn ignited with magic. A flash later, and both he and Twilight were enveloped in a shimmering sapphire shield.

This entire process had occurred in a matter of seconds, and it wasn't until each member of Noble had secured their respective charges that they began to take in their surroundings. They observed tables strewn about the room and lined with all manner of drinks and snacks, the confetti, still falling to the floor, the large banner strung from the ceiling that read "WELCOME NOBLES" in large, hastily scrawled letters, and lastly to the dozens of ponies that were crammed into the room, their eyes wide as their jaws fell slack, some allowing noisemakers to fall from their mouths to the floor.

Emile, for his part, had eyes only on the pony below him. He trailed his eyes over her pink fur and fuchsia mane, down to her baby blue eyes, now wide in shock and fear. As Emile's own eyes widened in realization Pinkie Pie smiled weakly and murmured, "â€¦prise."

The room remained silent as everypony fought to digest the situation. Naturally, it was the Spartans who recovered first, slowly lowering their defenses and releasing their respective Elements. Emile withdrew his kukri from Pinkie's throat, sheathing it as he rose to his hooves. Looking down at the supine form of Pinkie Pie, Emile frowned. "Shit kid, I'm sorry." He apologized sincerely, offering a hoof to help her up. "You startled me. You alright?"

Pinkie stared at his offered hoof for a moment, before accepting it as her usual grin blossomed on her face yet again. "Oh don't worry about it, Emilio!" She answered jovially. "I should've known you guys didn't like surprise parties!"

Emile raised a brow as he observed her rapid change in demeanor. Looking past her Emile began to take in the festive surroundings, before settling on the assembled ponies. Emile took in their dumbstruck and fearful expressions with a frown. _I may have fucked this one up a bit._ He thought crossly. Turning to Carter he muttered, "Uh Commander? Little help here?"

Carter turned towards Emile, glancing from him to the ponies before nodding. "Rightâ€¦" He said, drawing away from a now frazzled-looking Twilight to stand next to Emile, before turning to address the crowd. "Hello everyone. I am Commander Carter. As you no doubt recall, my team and I entered your town a week ago."

"Yeah and you tried to kill out Princess!" A voice shouted angrily from the crowd, drawing murmurs from the rest of the group.

Carter grimaced in annoyance, raising a hoof to silence the crowd. "We were involved with an altercation with Princess Celestia. The issue has since been resolved, and we are now officers in the Royal Guard." This drew another round of agitated murmuring, but Carter ignored it as he continued, "Furthermore, we have been stationed in Ponyville to act as guards. We are here to prevent trouble, not cause it."

"Wait just a minute." Another voice spoke up, irritation clear in its tone. Carter followed the voice to find a tan Earth Pony mare stepping away from the crowd, her gray mane and wispy frame conveying her age. She boldly strode up to the Commander, craning her neck to meet his gaze. "You, the ponies who infiltrated our town, destroyed our streets, and nearly killed our Princess, are now the ones who will be protecting us?"

Carter met the mare's stern gaze, his own not wavering in the slightest. "Yes. I understand that our arrival in town was cause for some alarm, but I can honestly tell you that was not my intention." Carter began to address the rest of the crowd as well as the mare before him as he continued, "Regardless, we're here now. You can resist our deployment, but just know that it was your Princess that sent us here. We have been sent here to protect this town, not to cause trouble."

The crowd murmured to themselves, discussing whether to trust Carter's words. Focusing his attention on the mare once again, Carter added, "I also have been instructed to find the mayor of this town, a Ms. Mare. You fit the description I was given, so I can only assume you're who I'm looking for."

Mayor Mare blinked in surprise at Carter's statement, but quickly composed herself as she responded, "Yes, I am the mayor of Ponyville. What business exactly do you have with me?"

"I was ordered to deliver this document to you, ma'am." Carter explained, his horn glowing as he opened a small satchel strapped to his back, and withdrew a small sealed scroll. He floated it over to the Mayor, whereupon the seal snapped open and the letter unfurled.

Carter released his magic, and the letter was encapsulated in a yellow aura. Mayor Mare adjusted her glasses as she read the letter, her jaw dropping open as she scanned its contents. "As you can see," Carter explained, "we are now Ponyville's primary defense force. Local police will handle any crimes and minor threats in Ponyville, while we will be responsible for preventing any major threats to the town as a whole."

The Mayor continued to read the scroll, her eyes scanning the parchment before finally scrutinizing the Princess's signature at the bottom. Satisfied, or more accurately persuaded, by the scroll's contents, Mayor Mare turned her gaze up to match Carter's own, as the scroll rolled back up and the aura dissipated. Carter again seized the order in his magic, before tucking it away in his satchel once again. Carter returned his gaze to the Mayor, who regarded him for a moment, before finally giving a resolute nod. "I understand. If the Princess has confidence in you, then I suppose I can give you this chance. I'm certain you won't disappoint." She stuck out a hoof to shake, which Carter accepted with a nod and a resolute expression.

As the Mayor and Carter shook hooves, the remaining ponies looked on, the tension in the air slowly being replaced with relief. Any remaining anxiety the ponies was dashed as Pinkie leapt before the crowd and exclaimed, "You heard her, everypony! Noble's here to stay, so let's get this party STARTED!" Pinkie then zipped over to a nearby record player, and started it up. Immediately thundering music began blasting from the player, and the party was again thrown into full swing, the ponies' previous concerns lost amid the booming music.

Noble awkwardly watched the ponies begin to celebrate, unsure how to respond. Such a rapid shift from suspicion to trust—it was odd, to say the least. Noticing Twilight sidling up to him, he turned to her and said, "They seemed awfully quick to forget this incident."

Twilight gave the Commander a relieved smile. "That's just Pinkie Pie. She has a way of keeping ponies happy."

"Yup!" Pinkie interjected. "If there's one thing I know, it's how to make ponies smile! So I guess you guys don't like surprise parties, but what do you think?" She gestured to the party now heading towards full swing behind her.

Carter followed her gesture, but found his attention drawn toward the banner. "Pinkie, why in the world does that say, 'welcome nobles'? I told you already, we aren't nobles, we're just called Noble Team."

"Actually, Pinkie Pie, I too was wondering the meaning behind this." Mayor Mare said, stepping forward. "I thought you said that we were throwing a party for the 'nobles coming from Canterlot'?"

Pinkie Pie looked from the Mayor to Carter, before smiling innocently. "Well, they did come from Canterlot; they were training there!" Carter and the Mayor shared a glance, in which Carter gave a subtle shrug as if to say, _She isn't wrong._

Mayor Mare's brow furrowed in confusion. "But what about calling them

nobles? I still don't understand that." She said confusedly.

"I already told her that 'Noble' is just our team's designation. We aren't actually nobles." Carter explained, looking at Pinkie expectantly.

Pinkie Pie grinned. "Actually, you never told me that, I asked if you were nobles, or dukes, or maybe lords, and then Rarity apologized and called me 'eccentric' and then we just sorta never mentioned it again, what with Twilight teleporting away and all." Carter, Mayor Mare, and Twilight could only stare open-mouthed at Pinkie. Eventually, Twilight and Mayor Mare simply shrugged off their confusion thinking, _It's Pinkie Pie._ Carter meanwhile, fought to bury his bewilderment with the argument that thinking back, she was technically right. _I better get used to this._ He thought wearily.

So, with a collective mental shrug, the quartet of ponies abandoned the argument in favor of joining the party, the remaining Spartans and Elements doing the same.

The party was lively, and each of the respective pairs was lost among the crowd. Carter found himself following Twilight, quickly approaching the punch bowl. Next to it, Carter recognized the diminutive form of Spike; a lampshade perched on his head. Upon seeing the pair, Spike beamed and waved a claw. "Hey Twilight! Hey Carter! Some party, huh?"

Twilight fixed Spike with a stern gaze. "Spike, how did this party get set up so fast? I left only fifteen minutes ago!"

Spike shrugged, the smile never leaving his face. "I don't know what to tell you, Twilight. I went into the kitchen to get a snack, and when I went back out, all the lights were off. Next thing I know, Pinkie's got me hiding with her. I decided not to spoil it." Twilight eyed him critically, before sighing. She couldn't blame Spike, after all. If Pinkie Pie planned a party, there wasn't much anypony could do to stop her.

"I understand, Spike." She said, before turning her attention to Carter. "Anyways, I don't know if you two have been formally introduced. Carter, this is Spike, my number one assistant. Spike, this is Commander Carter." Spike looked from Twilight to Carter, giving the Spartan a reverent look.

Smiling awkwardly from the admiration in the young dragon's eyes, Carter replied, "It's good to see you again, Spike. I'm looking forward to staying with you and Twilight."

Spike grinned in return. "Yeah! This is going to be cool! I mean, after seeing you fight the Princess, sorry about that by the way, I couldn't wait for you to move in! Maybe you can teach me some of your moves!" Spike looked expectantly at Carter, and the Commander found himself chuckling nervously in response. He cast a look towards Twilight, to find her subtly shaking her head in a negative.

Looking back towards Spike's waiting expression, Carter said, "Uh, maybe Spike. We'll see what happens." Carter quickly turned to Twilight, hoping to change the subject. "So, where will I be sleeping?" He asked.

Twilight answered with a smile. "I've already set up a guest bed in the other room. After the party, I'll give you the tour." Carter nodded gratefully, and Twilight felt her smile grow as the pair continued their conversation.

Meanwhile, Emile sought out Pinkie in the crowd, before finally finding her talking to Jorge and Applejack. "Are you sure you don't want to stay a while?" Pinkie asked, her eyes silently pleading for them to stay.

Applejack frowned apologetically. "Ah'm sorry, Pinkie. Ah'd love ta stay, but Ah was supposed ta bring Jorge back ta Sweet Apple Acres right after our meetin' here. Ah still have some work ta do today, so Jorge and Ah should be headin' back now."

Pinkie frowned slightly, before perking up happily. "Okie Dokie Loki!" She said, grinning. "I'll be sure to save you two some cake!"

Applejack chuckled. "'Preciate it, Pinkie Pie. Ah'll see ya later. Tell the girls Ah said g'bye, alright?" Applejack then turned and headed for the door, with Jorge following close behind.

"You got it!" Pinkie called after them, stopping at the doorstep and waving. Turning, she found herself face to face with Emile. Pinkie jumped slightly from his sudden appearance, before smiling widely. "Oh hi! Applejack's just taking Jorge back to her house. What's up?"

Emile shrugged. "Just came over to chat. If we're gonna be staying together, might as well get chummy. Speakin' of which, where am I gonna be staying?"

Pinkie Pie grinned excitedly. "Oh, you're going to be staying at Sugarcube Corner with me! I asked the Cakes, and they said if Celestia's going to be paying your rent, then it's fine by them! In factâ€¦" She trailed off pensively, before with a quick "Wait a sec!" she dashed off into the crowd. A moment later, and she had returned, dragging a pair of ponies behind her. Emile took a moment to observe the pair. It was a mare and a stallion, who Emile could only assume were the 'Cakes' Pinkie had mentioned. The stallion was tall and lanky, with golden yellow fur and an orange mane. The mare, almost an exact opposite of the stallion, was short and pudgy. _Or as Jorge would say, 'matronly'_ Emile added silently, flashing a small grin. The mare's coat was light blue and her mane was pink, overall giving the impression of two-toned cotton candy.

Pinkie walked the two over to Emile before gesturing to them, saying, "Emile, meet Carrot Cake and Cup Cake! They own Sugarcube Corner, where I work and live with them!" As they approached, Emile took note of the nervous expressions on their faces. The two looked less than excited to meet the Spartan, and Emile couldn't blame them. They had just seen him nearly slit their worker's throat, after all.

Silently cursing his impulsiveness, Emile stepped forward, extending his hoof to shake in the hopes of easing the tension. "Good to meet you. Thanks for takin' me in."

Carrot Cake eyed Emile warily, before accepting Emile's gesture.

"Yes, when Pinkie told us we would be housing a guest from the Princess, we expected somepony a bitâ€¦ different." Mr. Cake made a pitiful attempt at a grin, and Emile found himself laughing genuinely at his distress.

"Yeah, I can see that." Emile said, before directing his attention towards Pinkie Pie. "Seriously though kid, for the record, for us, surprises usually involve a lot of gunfire and shouting, so I don't recommend using 'em to greet us, okay?"

Pinkie Pie giggled, nodding. "Yeah. But hey, if that's what you expect from surprises, then I guess you were doubly surprised!" She said cheerfully.

Emile cocked a brow at Pinkie's response, and looked to the Cakes. They too were giving the mare strange looks. Then, the couple seemed to almost visibly shrug off their confusion, before smiling along with her. Emile watched their reaction with a deep sense of foreboding. _Something tells me I'm gonna need to learn how to do that._ He thought wearily.

After accepting Jorge's apology for nearly crushing her and Applejack, Rarity had taken a moment to brush some of the dust from the Library's floor out of her coat. She had just finished when she spotted Kat approaching her. "Are you alright?" She asked.

Rarity reached up to gingerly poke at her frazzled mane and answered, "Nothing a trip to the spa won't fix. How are you, Catherine?"

Kat huffed slightly at the use of her formal name. _Why did I even tell her that?_ She wondered silently. Putting on a false smile, she responded, "I'm fine. I think it's safe to say that we weren't expecting such aâ€¦ warm welcome."

Noticing the effort with which Kat was forcing her smile, Rarity's expression became concerned. "Are you alright, darling?"

Kat glanced towards the party for a moment, her countenance tensing slightly as she observed the crowd, before she responded quickly, "I'm fine, just fine. I justâ€¦ I didn't expect this many people. I'm a bit unsure of what to do here." Rarity was bewildered. What had happened to the confident mare from just moments ago?

Noticing as Kat eyed the party with obvious trepidation, and Rarity felt herself smile at her naivetÃ©. _She's a bit like Twilight._ Rarity pondered. _She's knowledgeable and confident, but so unfamiliar with common societal norms._ Deciding to assist her Guardian in getting more relaxed and comfortable, Rarity cast her gaze out into the crowd, searching for a familiar face. Within moments, she had found him, chatting with Twilight by the punch bowl. Rarity turned back to Kat with a knowing grin on her face. "How about we go get some punch, and you can tell me about yourself?" She offered.

Kat had noticed Rarity's glance, and followed her gaze to find Carter and Twilight speaking animatedly by the punch bowl. At Rarity's offer, she felt a bit of relief from seeing the familiar form of her Commander. Smiling, nodded and the two went to join their fellow unicorns at the punch bowl. As they made their way over, Rarity began to strike up a conversation, "I almost forgot to mention, I have the

most _amazing _ideas for an ensemble for youâ€|"

Six stood over Fluttershy, helping Fluttershy to her hooves and muttering apologies. Fluttershy was quick to accept it, and the two took a moment to take in the atmosphere around them. Fluttershy surprised Six by smiling at the festive surroundings, and while her expression tensed slightly when she looked at the large crowds, she appeared quite excited. As for Six, she regarded the party with disinterest.

Suddenly, her attention was drawn to Rainbow; as the Pegasus roughly shoved Jun back, crying, "Get _off_ of me!" Gritting her teeth, she barked, "I told you I don't need anypony protecting me, so back off!"

Flapping back and raising his hooves in a gesture of surrender, Jun snapped back, "Alright _alright!_ Relax! I thought it was an attack, I'm sorry!"

Seeing an argument about to spring forth, Fluttershy quickly flew up between them, facing Rainbow. "Rainbow Dash," She said soothingly. "I'm sure Jun didn't mean to hurt you. He was just looking out for you, is all."

Rainbow's glare softened at Fluttershy's words, but her gaze retained its hard edge. "I already told him I don't need anypony looking out for me." She answered. She peered around Fluttershy to shoot another glare at Jun, who returned a frustrated look of his own.

To everypony's surprise, it was Six who stepped in, flying up next to Fluttershy. "Look, it's clear that you two have to discuss Jun's place here, and given the way you two are acting, you need to do it soon. But for now, let's try not to ruin the party for everyone else."

Both Rainbow and Jun froze, before taking in the festivities around them. They looked to each other, their gazes locking. Finally, Jun sighed, and his expression softened. "Look, Six is right. How about for now we just enjoy the party?"

Rainbow's scowl remained firm, until she looked and spotted Fluttershy's pleading gaze. Sighing, she relaxed slowly and muttered, "Fine." She cast one last stern look towards Jun and added, "But this isn't over."

Jun rolled his eyes and nodded. "I get it. Soâ€| what now? I can't say I've been to too many parties."

"WHAT?!" The four Pegasi turned to find Pinkie Pie standing below them, her jaw dropped open in shock. "How can you say you've never been to a party?"

Jun stared at her confusedly and, oblivious to the warning headshakes that Rainbow and Fluttershy were directing at him, responded, "Uh, that's because I haven't."

Walking over to the group, Emile chimed in, saying, "Neither have I. What's the big deal?"

Pinkie's jaw dropped even further, quite literally hitting the floor

in a cartoonish fashion. Both Jun and Emile only had time to cock their heads in confusion before Pinkie wrapped her arms around both of them, literally plucking Jun out of the air as she dragged both of them into the crowd, excitedly chatting, "I just can't believe none of you have ever been to a party! I need to get you boys to some party games, STAT!"

Six observed the swiftly retreating trio with amusement, before turning back towards Fluttershy and Rainbow Dash. "So," She began. "I assume I shouldn't mention this is my first party too?" Rainbow chuckled, while Fluttershy nodded meekly in response.

The party continued for several hours, and despite the tense beginning, was quite enjoyable for both Noble Team, and the citizens of Ponyville. After they had overcome their initial unease, the ponies had begun to express their awe at both Noble's impressive stature as well as their fighting ability.

As a result, over the course of the night, several sheepish ponies would approach the Spartans, hoping to question them on either their arrival in Ponyville, their battle with the Princess, and their resulting time spent away from Ponyville. The most common question however, was how exactly they had gone from fighting the Princess in Town Square, to becoming Ponyville's designated guard in the matter of a week. The Spartans, despite having grown accustomed to being the center of attention, were more used to being discussed about in hushed whispers as they passed. As a result, they grew increasingly confused until finally Emile broached the subject with Pinkie Pie. The party pony had regarded him with confusion for a moment, before responding with a smile, "Of course everypony wants to talk to you guys! This is your party, after all!" Deciding to accept the answer with a grin of his own, Emile again lost himself in the festivities.

As time passed however, and the hour grew late, more and more ponies began to excuse themselves, including the Elements. First to leave was Fluttershy and Six, with the former claiming through her many quiet apologies that she had to feed her animals. Later, Rarity claimed that she wished to show Kat the ensemble she had prepared, and excused herself and Kat as the pair left for her Boutique.

Eventually, every guest had left except for Rainbow, Jun, Emile, and Pinkie. Pinkie was currently ushering the Cakes out the door with the promise to return to Sugarcube Corner as soon as she was finished cleaning up the party. Rainbow had offered to help, and with Twilight, Spike, and the remaining Spartans' assistance the group had quickly picked up the remnants of the celebration. As the last shredded streamer was piled into a garbage bag, and the ponies regarded the sparkling Library with satisfaction.

Pinkie took a moment to thank Twilight for using her Library (despite not having asked in the first place) before grabbing Emile and zipping out the door, excitedly explaining telling him about Sugarcube Corner as she led the Spartan towards their new home. Jun and Rainbow watched the two depart, and shared a grin at Emile's overwhelmed expression. Despite their earlier argument, the party had done a good job of easing the tension between the two, and their anger soon fell towards the back of their minds.

Twilight gave the two a sincere smile and said, "Thanks you two for staying to help out. I'm sure it would have taken longer without your help."

Rainbow Dash shrugged at Twilight's praise. "Eh, don't worry about it Twilight. You know I'd never leave you hangin'." Rainbow cast a quick glance out towards the now-orange afternoon sky and continued, "I should probably take Jun back to my house though. It's gettin' kinda late, and I still have to show him his room." Turning her attention to Jun, she said, "C'mon Jun, let me show you my cloud house. It's pretty awesome." Jun nodded in agreement, and together the two flew out the door.

Twilight watched them leave, before turning to Carter. "Well this whole day has beenâ€| unexpected. Anyway, I was meaning to ask you some questions once we got here, but what with the partyâ€|"

Carter nodded. "I understand. What exactly were you curious about?"

Twilight's expression lit up in excitement. "Oh, absolutely _everything!_" Carter reeled back from Twilight's massive smile, a sense of unease growing. _Uh oh._

Rainbow Dash and Jun arrived at her cloud house in minutes, and Jun's first impression was a cocked eyebrow. _The tower is unnecessary from this height, the windows are obviously structurally superfluous, the pedestals are too thin to offer viable cover, that massive rainbow coming from the top destroys any hope for visual cover, andâ€| are those rainbow waterfalls? Iâ€| I have no words._ Glancing at Rainbow's proud grin, he mentally added, _I have to admit it does look pretty cool, though._

"So what do you think?" Rainbow asked, turning towards Jun, an expectant smile on her face. "Pretty awesome, huh?"

Smiling awkwardly, Jun answered, "Itâ€| definitely suits you."

Rainbow smiled. "Yeah. Anyway let's go inside so I can show you your room." She then flew forward, throwing the door open and heading inside. Jun gave the house one more appraising glance before moving to follow.

Once inside, Jun took another moment to observe the similarly lavish interior, with ornate furniture and Greco-Roman architecture. His eye was drawn to the many Wonderbolts paraphernalia that seemed to line every available surface. Rainbow meanwhile zipped over towards a nearby door, landing softly and throwing it open. "This is your room." She said, gesturing to the chamber inside. Jun walked inside, and felt his eyes widen in surprise. The room was nice, surprisingly so. It was spacious, with plenty of room to move around. A chest of drawers and a mirror sat in one corner, while a closet occupied the space on the wall next to it. Against the back wall, lay a large bed, clearly composed of the same cloudy material as the room around it.

Jun turned to Rainbow, to find her shuffling her hooves embarrassedly. "Sorry about the bed. I don't really have the bits to get you a real one, so I kinda had to throw one together. I hope you

can sleep on a bed that soft."

There was a moment of silence as Jun simply gave Rainbow a dubious stare. "You don't really know much about soldiers, do you?" He asked. "But yeah, it's fine. You really didn't have to go to all this trouble."

Rainbow grinned. "Nah, it's fine. It only took me like, ten seconds flat to make this. Anyway, it's getting kinda late, and I have early weather patrol in the morning, so I should probably get some sleep. The last thing I need is to get chewed out again for oversleeping." Rainbow turned to leave for her own bed, but was stopped when Jun laid a hoof on her shoulder.

Turning back towards the Spartan, she found him frowning uncertainly. "Before you go, we still need to talk."

Rainbow Dash frowned. "Oh. Yeah. That."

Jun sighed. "Look Rainbow, I get that you don't think you need me to be your Guardian, but I have my orders, and I intend to follow them. Soon enough, you'll see that I will be able to help you."

Rainbow's scowl remained firm. "I don't need anypony foalsitting me. I can take care of myself."

Jun groaned. _She just doesn't want to listen to me on this. Think, Jun. What can you use to convince her? Element of Loyaltyâ€¦ I got it!_ "What about your friends?" He said, inwardly smirking as Rainbow's expression faltered. "What would you do to protect them?"

Rainbow responded instantly. "Anything."

"Would you die for them?" Jun asked.

Rainbow nodded. "Of course."

Jun's eyes narrowed. "Kill for them?"

Rainbow faltered. "Wellâ€¦" She was halted, however, by Jun's raised hoof.

"There. That right there, that hesitation, is what will cost you and your friends their lives. Me? I don't hesitate. I am ready to do anything, no matter the cost, in order to accomplish my mission. And as of right now, that mission is to defend you your friends. I do not intend to fail this mission. You can make this difficult, and continue to resist my presence here, or you can make it easier for everyone and just accept it."

Rainbow gave Jun a hard stare for a few moments, which the Spartan returned with equal measure. Finally, she sighed, glancing down. "Fine." She growled. Looking back up towards Jun, she continued, "But I have a few conditions."

Jun nodded. "Alright, shoot."

Rainbow began tapping one hoof against the other, as if counting on nonexistent fingers. "First off, I if anypony asks, you're defending

the Elements, not just me. I don't need anypony thinking I need a personal guard."

"Alright." Jun answered.

"Second," Rainbow continued, "I don't want you giving me any orders. I'm not gonna tolerate anypony telling me what to do."

Jun shook his head. "I can't promise that. I won't tell you how to live your life, but if your actions endanger yourself or the other Elements, I'm going to have to try and stop you."

Rainbow narrowed her eyes at this. "You're not gonna stop me from practicing my stunts, are you?"

Jun shook his head again. "Relax, I meant something that put you or your friends in mortal danger. You want to go and break your wings with those stunts, be my guest."

Rainbow grinned in satisfaction and nodded. "Good. But I still have one more condition. If my friends are ever in trouble, I'm going to try and help them, and I'm not going to let you stop me. Nothing is going to stop me from keeping my friends out of trouble, and I'm not gonna rely on you guys to do it. You may be the toughest ponies around, but my friends are never gonna be in danger as long as I have something to say about it."

Jun was silent, staring contemplatively at Rainbow for a few moments. Finally, he responded gravely, "No. I respect your loyalty to your friends, and I understand that you would never leave them to fend for themselves. That being said, the same could be said for myself. I'd never let you face any danger, as long as I am still able to protect you from it. It is my duty to protect you, and nothing, nothing, is going to stop me from following that order to its fullest." Rainbow looked ready to argue, but Jun stopped her with a hoof. "I understand your concern, but you have to remember, you're not the only one getting a Guardian here. Each of your friends is gaining a Guardian as well. My comrades, my team, will also be doing their absolute best to protect your friends from danger. Trust me, by trusting them. As long as my comrades are protecting your friends, they will be safe."

Rainbow regarded Jun silently for a few moments, her expression remaining neutral. After a while, she gave Jun a firm nod. "Alright, I'll trust you. For now, anyway. Your friends better keep mine safe, or we're going to have a problem." She poked Jun sharply in the chest with a hoof before adding, "Do we have a deal?"

Rainbow stuck out a hoof to shake, and Jun looked at it for a moment, before reaching out to grasp it firmly with his own. "Deal." He answered. Rainbow gave Jun a grin, and he found himself easily returning it.

"I'm just so so sooo excited! I mean, I've never head a roommate before, except for the Cakes, and they're technically more like landlords than roommates, which I think is weird, because everypony says landlords are mean and always asking for rent, but the Cakes are nice and only ask for rent at the end of the month, so I think they must be special. Anyway, here's your room. Sorry if it's a little dusty in here, but nopony's stayed in here for like, ever! Or at

least as long as I've been here, but I've been here for a while, so I guess you can say nopony's been in here for a while!" Emile fought the urge to bury his face in the nearest wall as Pinkie led him into the Cakes' spare bedroom. True to Pinkie's chattering, the room was caked in a small layer of dust, including the bed, which exploded into a cloud of airborne particles as Pinkie excitedly leapt onto it. "So what do you think?" She asked.

Waving a cloud of dust away from his face, Emile responded, "It's fine kid. I'm pretty tired, so I'm just gonna hit the sack." In truth, Emile was feeling quite exhausted, though whether that was from true fatigue or simply out of the desire to escape Pinkie in his dreams was anyone's guess.

Pinkie Pie meanwhile furrowed her brow in confusion. "What do you mean? What sack? And why would you want to hit it?" Suddenly, Pinkie's eyes lit up in realization. "Oh! Do you mean like a piñata? I love those!"

Emile slapped a hoof to his face and groaned. _I bet the others don't have to deal with bullshit like this._

"Fascinating! Your species' evolutionary path is remarkably similar to ours!" Twilight said excitedly, jotting down notes at a rapid pace.

Carter meanwhile levitated a glass of water to his lips and took a long draught, quenching his parched thirst. _I've never talked so much in my life._ He thought exasperatedly. "Are we almost done? It is getting pretty late." He asked.

Twilight looked out the window, noting the darkened sky with some surprise before responding. "Well, yeah, but I do still have a couple questions."

Sighing wearily, Carter answered, "Alright. What's next?"

Grinning, Twilight said cheerily, "Well, we've covered your species' evolutionary history, so now we can get started on recorded history!"

Carter sighed again.

"Oh, you look simply marvelous darling!" Rarity said, stepping around Kat from her place on the model's stand, minutely adjusting various parts of the dress Kat now wore. "I knew turquoise was the perfect accouterment to this outfit!"

Kat grumbled under her breath, fighting the urge to tear the itchy garment from her body and don something more tactically functional. As she looked in the mirror, she mentally added, _Not bad, though. The arm-length glove is a nice touch. I never would have thought to fill it with down feathers._

Suddenly, Rarity perked up. "Oh!_ I-de-a!_ I have some sapphire earrings here that would be an absolutely astonishing addition to this ensemble!"

Kat turned her gaze from the mirror to regard Rarity uncertainly. "But I've never had my ears pierced." She explained.

Rarity pouted for a moment, before perking up visibly. "No matter! You wait right there, I'll go boil some water and prepare the needle. Oh, you're going to look simply fabulous!"

Kat swallowed audibly.

On second thought, maybe not. Emile reflected. Refocusing his attention on Pinkie Pie, who to his exasperation was _still talking_, he said, "Hey, kid? It was just a turn of phrase. I-"

"How do you turn a phrase?" Pinkie asked innocently.

Grinding his teeth in frustration, Emile answered, "I mean it's a figure of speech. Look, I'm tired, okay? I want to go to sleep. Do you understand me?"

Pinkie Pie nodded. "Okie Dokie Loki! Nighty night, Emile! Sleep tight! Don't let the bedbugs bite! I had that happen once, and it really really itches!" With that last, confusing message, Pinkie zipped out the door, and Emile was left alone with his thoughts. Sighing in relief, he reached up and, with a soft _snap_, unclasped his shoulder pauldron, setting it on the nearby dresser and clambering into bed. Lying back, he closed his eyes, and within moments had fallen asleep.

Six observed calmly as Fluttershy flitted about her cottage, winging her way from one area to the next as she fed her animals their dinner. When Six had first seen the multitude of animals living with Fluttershy in her cottage, she was interested, but not surprised. Fluttershy had explained that her job was caring for the many critters of Ponyville, after all.

As she watched Fluttershy care for each of her animals, Six couldn't help but be amazed by the sense of calmness and care with which she regarded each of the creatures. _It's like she's a whole different person._ Six thought.

Turning to Six, Fluttershy said, "Excuse me, Six. I'm sorry to keep you waiting, but I still have to feed my little friends outside. I'll be right back, and then I'll show you to your room. Please just wait here, um, if that's okay with you." She watched as Six gave an affirmative nod, before turning and flying out the door, leaving Six alone with the numerous animals in the cottage.

A soft strike suddenly impacting on the back of Six's helmet caused her to whip around to face its source, only to cock her head in confusion as she spotted her assailant: a small, white coated rabbit sitting on its haunches before her. Looking down, she identified the object with which it had struck her; the half eaten remains of a carrot. Looking back towards the rabbit, she saw that it was glaring at her with a sharp intensity, rapidly tapping one foot as it placed its paws on its hips. From her vast experience of reading expressions over words, she recognized the rabbit's message quite clearly: _I don't want you here._

Somewhat surprised by the intelligence behind the rabbit's glare, Six only cocked her head to the left in confusion. The rabbit's glare intensified, before it leapt forward, landing on Six's head. Bewildered, Six held still as the rabbit began thumping its foot

against her helmet at the same rapid pace, producing a series of sharp _ting ting ting_ noises, much to Six's annoyance. The rabbit then jumped back down to the floor, turning sharply to direct its glare back at Six once again.

Irritated, Six met the rabbit's glare, before she wordlessly swiped a wing forward. With a blur, one blade shot out of her wing and launched itself towards the rabbit. The little rodent flinched instinctively, bracing itself for the blow. Upon realizing that it was in fact unhurt, the rabbit reopened its eyes and looked down. There, quivering between the rabbit's legs and less than an inch from his fur, was the blade. The rabbit stared, open mouthed, at the blade, until it finally lifted its wide-eyed stare up to meet Six's visor. Leaning in, Six moved her face close in to the terrified animal's. Again Six extended her wing, slowly this time, to carefully slot the blade back in place on one of her primaries. The blade connected with a soft _snick_, and with a blur Six swept her wing backward. Again the rabbit flinched, as a miniscule amount of fur was shaved off his belly.

Grinning wickedly beneath her helmet, Six backed away from the frozen rabbit, as Fluttershy flew back through the door. "Thank you so much for waiting Six, I- Oh! I see that you've met Angel Bunny. I hope there wasn't any problems between you two, he can be a little difficult with strangers."

Grinning like a Cheshire Cat, Six looked to the still terror-struck Angel and said, "Hewas no trouble. We're going to get along just fine, aren't we Angel?" The poor bunny finally moved, nodding his head in a swift, jerky motion.

Fluttershy beamed. "Oh, that's wonderful! I'm so glad you two are getting along. Now how about I show you your room? Um, if that's alright, that is."

Six nodded. "Sounds good. I'm getting tired anyway." Fluttershy smiled again, before leading the Spartan upstairs, leaving the shivering form of Angel Bunny behind them.

Author's Note: Well, it's been two and a half months in the making, but it's finally done! Sorry this took so long, but I've already explained all the crap that's been going on, so I'll just give you this with the promise of a faster chapter next time. As a quick preview of next time, I'll simply say that we're finally going to be beginning Noble's involvement in the episodes! Again, sorry for this taking so long, and I hope you all enjoy this chapter! I'll see you in the next one!

12. If You Want It Done Right

Carter trotted along the streets of Ponyville, silently taking in his surroundings. All around him, ponies moved about the streets, either shopping or simply enjoying their morning. Beside him, Twilight too observed the busy streets with a smile. Turning to Carter, she said, "You know, I'm glad that the meeting with the Mayor worked out. When we got the letterâ€¦" She trailed off, and Carter found himself nodding in agreement at her implied worries.

The two had received a letter from the Mayor earlier that morning,

requesting for them to meet with the Mayor at her office, yet the purpose of said meeting was vague. Naturally, Twilight had begun worrying about the implications of the letter's contents, while Carter simply resigned himself to another bureaucratic headache. Both Carter and Twilight were pleasantly surprised when they reached the Mayor's office, only to be welcomed warmly by Mayor Mare herself.

Apparently the party had done a good job of making a good first impression with the Mayor, as she went on to formally swear in Noble as Ponyville's defense force, with Carter acting as the Team's representative. Twilight, as Celestia's personal student, would act as a representative of the crown to authorize most of the procedures.

The following hour was a whirlwind of paperwork and signatures. Twilight seemed excited by filling out the veritable mountain of forms, and the Mayor was experienced enough to patiently finish the job. Carter, however, was nearly bored to tears by the tedious procedure, and it was only his strict professionalism that kept him from nodding off after the first few dozen forms.

Eventually though, the paperwork was complete and the pair was free to head back towards the Library. Twilight happily turned to him and said, "But all things considered, I suppose my worrying was all for nothing."

"You thought the both of us were going to be arrested." Carter deadpanned. Twilight blushed, her ears pinning as she looked away shyly. She opened her mouth to defend herself, when the ground began to tremor, causing the pair to stumble slightly as the quaking grew worse with each passing second. As the vibrations grew stronger, a rapid thundering sound became audible. Turning his head towards the source of the noise, Carter was able to make out what appeared to be a large cloud of dust heading toward the town.

A loud cry of "STAMPEDE!" drew Carter's attention to the air, where Rainbow was currently hovering, her features a mask of worry. Beside her, Jun tensed, ready for action, before looking down to meet Carter's gaze. Carter nodded in confirmation, and Jun took only a second to return the gesture before slapping a hoof to his shoulder pauldron, his armor appearing in a burst of light a second later. Following his example, Carter did the same, while two flashes in his peripherals signaled Kat and Emile donning their armor as well.

Within seconds, both Kat and Emile had pushed their way through the panicking crowd and reached the Commander, while Jun flew down to hover in place above them. Observing the approaching dust cloud, Jun remarked, "There's a herd of cows heading straight for town. We need to move fast!"

While Carter considered possible ways to stop or at least redirect the stampede, Pinkie meanwhile seemed to be enjoying the steadily increasing quakes, sending her vibrating across the ground. "H-H-H-Hey!" She said, her voice quavering. "Thi-i-is ma-a-akes my-y-y v-voi-oice s-s-sou-ound si-i-il-l-l-ly!"

Her expression a mask of tension, Twilight shouted, "Pinkie Pie, are you crazy? Run!"

Having emerged from her office shortly after the tremors started, Mayor Mare attempted to calm the panicked ponies. "Everypony calm down. There is no need to panic!" She said loudly, but evenly.

Rarity trotted up to the Mayor. "But Mayor, what ever shall we do?" She asked, dramatically laying a hoof across her forehead.

Ignoring the panic and worry of the others, the Spartans rushed forward, quickly reaching the edge of the town and preparing to stand against the approaching stampede. "I don't suppose we have a plan here?" Emile said, giving Carter a sideways glance.

Carter looked from him to the approaching herd, before answering, "Uh, not really, no."

Emile sighed. "Fuckin' great. Where did these cows even come from?"

Adjusting the zoom in his visor, Jun reported, "It looks like they came from the farm outside of town."

Kat perked up in realization. "That must be where Applejack lives."

Emile frowned. "If that's where they came from, then where the Hell is Jorge?"

As if in answer, Rainbow shouted, "Look there!" as she pointed towards the approaching herd. Following her gesture, the Spartans were able to make out three forms amidst the crowd. The first two were notably smaller than the surrounding cows, and Carter was quickly able to identify one of them as Applejack, while the other appeared to be a dog, barking excitedly as it ran alongside the mare. The third figure, a head taller than the charging cows, was clearly the already fully armored form of Jorge.

"_Yee-haw!" _Applejack hollered, as the citizens of Ponyville cheered in response, shouting encouragement. "Move aside, Winona! Jorge, Get in front of 'em an' try to slow 'em down!" Winona barked and Jorge nodded in confirmation, each of them moving to the left and front of the herd respectively.

Once at the front, Jorge attempted to slow his pace, hoping that the cows behind him would do the same. Sadly, this proved ineffective, as the cows simply rushed past him as he slowed. Thinking quickly, Jorge began to press forward, quickly surpassing the lead cow. Pushing himself harder, Jorge began putting distance between himself and the herd. Looking back toward Applejack, he shouted, "Applejack! Try and get them to turn away from Ponyville! I have an idea!"

Applejack watched in confusion Jorge as the Spartan bolted ahead, but quickly recovered, returning her attention to the task at hoof. "Head 'em up, Winona!" Applejack shouted, moving closer to the herd and pinning them between herself and the dog.

Meanwhile, both the ponies and Noble were watching expectantly, none more so than Pinkie Pie, who had somehow gotten a hold of a bag of popcorn. "This is the best rodeo show I've ever seen!" She said

excitedly, burying her muzzle in the bag and munching messily. Twilight took one look of this display before rolling her eyes.

Applejack threw her weight into the nearest cow, shouting, "Come on, little doggies, _turn!_" The cow gave her a panicked glance, but otherwise ignored her. Grunting in frustration, Applejack sucked in a breath before releasing a piercing whistle, grabbing Winona's attention, before commanding, "Winona; put 'em up!"

The collie barked, hopping onto one of the cows' backs, before leaping forward to the front of the herd. Applejack too jumped onto one cow's back, before drawing her lasso. Giving the lasso a few quick twirls to get it up to speed, she then launched it forward, sending it flying towards the lead cow before wrapping around its neck. Leaping back down to the ground next to the roped cow, Applejack tugged hard on the rope, attempting to drag the lead cow away from the town.

While Applejack roped the lead cow, Jorge had arrived at the town limits, and quickly turned to face the oncoming stampede. Raising his hooves into the air, Jorge slammed them down, while simultaneously activating his Armor Lock. Immediately, Jorge was wrapped in crackling blue energy.

The sudden burst of light and sound sent each of the cows' eyes wide open, as they scrambled in panic to escape the sudden threat. Taking advantage of the situation, Applejack tugged hard on the rope, and slowly drew the lead cow away from the town, as the panicking herd moved to follow.

As the herd was safely redirected away from the town, Applejack proceeded to dig her hooves into the dirt, quickly pulling the lead cow into a stop, as the rest of the herd followed its example and came to a halt.

Tossing the rope aside, Applejack breathed a loud sigh of relief, before turning to stare sharply at the crowd of bovines before her. "Now what was that all about?" She said sternly.

The lead cow mooed loudly, before clearing its throat. "Oh my," it said in a thick Midwestern accent. "beggin' your pardon, Applejack, but Mooriella here saw one of those nasty snakes!" Immediately the herd burst into nervous chatter, and the lead cow continued, "And it just gave us all the willies, don't ya know!"

Applejack smiled and nodded in response. "Ah completely understand. Just next time, try and steer clear a' Ponyville."

"We certainly will, Applejack." The lead cow responded. "So long, Winona!" She added, to which the dog barked affirmatively in response.

Applejack, Winona, and Jorge then trotted up a nearby hill, stopping at the peak to regard the cheering crowd below them. Grinning, Carter retracted his armor and approached the trio, resting a hoof on Jorge's withers as he said, "Great work Applejack. You too Jorge."

Applejack blushed, raising a hoof to lower the brim of her hat to

cover her face. "Aw, shucks Carter, it was nothin'."

Jorge slapped a hoof to his chest piece, retracting his armor as well before responding, "I didn't really do much, Commander." Jorge took a moment to look pointedly at Applejack as he added, "I was just trying to help, after all."

To Carter's surprise, Applejack's expression immediately darkened into a frown, as she growled back, "Yeahâ€¦" Turning away from the Commander, she began to trot away, saying, "Ah gotta get back ta th'farm. Ah'll see ya, Carter. C'mon Winona." She turned away from the Spartans, before trotting off back towards Sweet Apple Acres, as the collie followed close behind. Carter sent Jorge a questioning glance, to find Jorge staring after her with a sad expression. Heaving a sigh, Jorge followed after her, and Carter was left alone on the hill.

While this discussion was taking place, the crowd continued to cheer, oblivious to the conversation between the mare and the two Spartans. Pinkie Pie pranced forward, shouting excitedly, "Yee-haw! Ride 'em, cowpony!"

Mayor Mare trotted up to Rarity and Twilight, saying, "Applejack was justâ€¦ justâ€¦"

"Apple-tastic!" Pinkie Pie interjected, appearing above the group, before dropping to the ground before them with a thud.

Mayor Mare smiled warmly. "Exactly!" She said. "We simply must do something to thank Applejack and Jorge for saving the town."

Pinkie perked up from her place on the ground. "I know!"

Several Days Later

"A PARTY!"

Emile turned to regard Pinkie curiously. "Uh, yeah. We're setting up Applejack's party. Why'd you just say that?"

Pinkie smiled innocently. "Because it was a scene transition, silly!"

Emile stared blankly at Pinkie. "â€¦What?"

Meanwhile, Twilight and Carter approached Rarity, who was busy tying a large ribbon against a tree. Beside her, Kat had a string of flags held within her magic, and was currently attaching them to one of the supports of Town Hall. "We all ready?" Twilight asked, as she and Spike, from his position on her back looked to Rarity expectantly.

Rarity nodded. "Just one last thing!" She said, lifting a large, apple-themed banner in her magic, before hanging it on the top level of Town Hall. "Now we're ready."

Twilight took in the sight with a smile, before turning back to Rarity. "Is Applejack all set?"

Rainbow Dash flew over, followed by Jun. "Actually," she explained,

"I haven't seen her all week."

"Not since the stampede." Pinkie Pie added, trotting over.

"But she'll be here for sure." Rainbow Dash finished assuredly.
"Applejack is never late!"

All of Ponyville waited excitedly as they milled about in front of Town Hall, dozens of conversations merging into a loud chorus of muttering. Carter observed the crowd from his place to the side of the Town Hall, searching for any signs of Applejack and Jorge. After Applejack's rather abrupt departure after the stampede, Carter had come to the conclusion that something had to have happened to have caused the tension between her and Jorge. His suspicions were only deepened when he found Jorge manning Sweet Apple Acres' stall in Town Square a few days later, completely alone. When Carter had questioned him about the matter, Jorge's response had been evasive, at best.

"_It's nothing you need to worry about, Commander." Jorge explained, looking away to haggle with a customer. The customer regarded Jorge's impressive stature sheepishly, before quickly agreeing that in this instance, bartering probably wasn't worth it, and quickly paying before moving on to the next stall. Turning back to Carter, Jorge continued, "Applejack and I have just come to a bit of a disagreement. It's nothing to be concerned about; we'll patch things up soon. I just need to give her some time to cool off."_

Carter frowned. "Jorge, Applejack hasn't been seen since the stampede. I remember she seemed a bit angry with you then. Now I find you here, away from her, when it's supposed to be your job to keep an eye on her. What could have gone wrong?"

Jorge sighed, turning away from Carter. "I justâ€¦ I'll take care of it alright? Just trust me Commander, I know what I'm doing. It's a temporary issue, and I'll deal with it."

Carter looked uncertain. "Jorgeâ€¦"

"_Just. Trust me." Jorge said, tone darkening noticeably._

Carter returned Jorge's stern gaze for a moment, then finally relented. "Alright. I trust you, Jorge. Don't disappoint me."

Jorge gave a solemn nod. "Understood."

And so, Carter had done as Jorge said, ignoring the problem and trusting the Spartan to handle it. When the date of the party had arrived several days later, without any sighting of either of them apart from Jorge's appearances working the stall, Carter had had enough. After the ceremony, Carter would find Jorge and Applejack and refuse to let them leave until they told him what was going on between them. He was going to learn what the issue was, one way or another. Until they arrived however, he could only wait. So, Carter resignedly turned his attention away from the crowd and took in the sight of Town Hall.

The front steps of Town Hall had been converted into a makeshift stage, its steps clear of ponies and allowing those upon them to

address the crowd. A large golden trophy took up a position near the middle of the stage, next to a small podium. It was this podium that Twilight Sparkle was now approaching, having been selected to be the one to 'award' Applejack the trophy. As Twilight finally settled behind the podium, the crowd's chatting settled down into a dull whisper. Igniting her horn, Twilight floated a large stack of notecards before her, taking a moment to shuffle them into a more orderly state, before lifting the first one to read.

"Welcome everypony!" Twilight orated. "Today we are here to honor, a pony we can always count on to help in matters great and small!" Shifting over to the next card, she continued, "A pony whose contributions to-

She was suddenly cut off as Rainbow Dash barged in, scattering the notecards in her excitement. "Did you see Applejack's slick moves out there?" She said with a grin. "What an athlete! This week, she's gonna help me with my new flying trick, and I know it's gonna be _so awesome!_" She finished, scrunching her face into an expression that left a small grin on Carter's face, before she was shoved away by Twilight.

"_Exactly._" Twilight said pointedly. "And-

"This week, I get to run Sugarcube Corner for the first time!" Pinkie said excitedly, popping up in front of Twilight form behind the podium.

Twisting around the excited mare, Twilight asked confusedly, "What does that have to do with Applejack?"

Pinkie appeared contemplative for a moment, before perking up. "Oh! Applejack, one of the best bakers ever, is gonna help me. Applejack makes everything great, so free samples for _everypony!_" She finished grandly, as the crowd answered with cheers and stomping hooves. Pinkie seemed to absorb the praise, gesturing eminently. Carter watched bemusedly as Emile stomped onto the stage, his expression clearly displaying his annoyance, as he ushered Pinkie away from the podium, answering Twilight's disgruntled look with a shrug.

Composing herself, Twilight put on a false smile as she continued, "Well then, if I could just make a point without being inter-

"Twilight?" Fluttershy said softly.

"-rupted." Twilight finished with a grunt.

Fluttershy gently moved behind the podium, while Twilight reluctantly made room for her. "Twilight, I'm so sorry, but I just wanted to mention that Applejack is also helping me this week with the official bunny census, where we count up all the new baby bunnies that were born this season. She's gonna help gather them using her wonderful herding skills." Fluttershy ended her explanation with a smile, which faded as Twilight shot her a glare.

"Anyone else? Anyone?" Twilight asked, facing the crowd with a cross expression. Hearing no response, she gave a smug grin as she continued, "Well then, as I was trying to sayâ€¦" She trailed off as

she spotted Mayor Mare standing beside the podium, an expectant smile on her face. Tossing her notecards in the air with a grunt of exasperation, Twilight trotted off the stage, muttering, "_Never mind!_"

Trotting up to the podium, Mayor Mare smiled and cleared her throat softly as she began a speech of her own. "And so, without further ado, it is my privilege to give the 'Prize Pony of Ponyville' Award to our beloved guest of honor, a pony of the utmost trustworthiness, reliability, and integrity. Ponyville's most capable and dependable friend, Applejack!"

As the crowd erupted into cheers, Mayor Mare gestured grandly over to a section of the stage that had been covered by a set of curtains, which promptly drew back to reveal

Nothing, simply a blank stage. The applause rapidly died down, until Spike was the only one left cheering. "Way to go Applejack, that was awesome! I mean heh" He trailed off, as he realized that everypony was staring at him. Giving a small awkward laugh, he observed the blank stage where Applejack was supposed to be and muttered, "Awk-ward."

Carter frowned uncertainly at Applejack's empty spot on the stage, until a sudden, if slightly garbled cry of "I'm here!" drew his attention back towards the crowd. From his place upon the Town Hall's steps, he was able to make out the form of Applejack, laden down with two basketfuls of apples, stumbling through the crowd, murmuring jumbled apologies as she tripped over and into ponies. Behind her, Jorge strode through the crowd, smiling sheepishly at the crowd as they parted before him. Finally, Applejack arrived at the stage, taking her place at the podium and facing the crowd, as Jorge moved to stand beside her. It was from this perspective that Carter was able to make out the deep lines that marked Applejack's face, as well as the large purple bags beneath her eyes. Looking to Jorge, Carter noticed much the same, although the Spartan seemed to be doing his best to hide it.

Carter furrowed his brow as he saw the state that these two were in. From the look of it, neither of them had gotten any sleep in at least a few days. Applejack's exhaustion certainly became clear as she began to speak. "Miss Mayor, thank you kindly for this here award thingy." She said, striding over to the trophy with a bemused expression. "It's so bright and shiny and, heh heh, I sure do look funny." Applejack giggled, then began to lean closer and away from the trophy, admiring her warped reflection and making "woo, woo, woo" noises. After a moment, Pinkie joined her, copying both her movements and the noises she was making. Carter took in this image with a confused expression, casting a look over to Jorge, who grinned sheepishly to the crowd, as if in apology.

Twilight however, seemed to take this in moderate stride, simply raising a brow as she said, "Oookay. Well, thank you again Applejack and Jorge for saving us from the stampede, and Applejack, for always being there for everypony."

Applejack finally seemed to take her attention away from the trophy as she yawned widely before responding, "Yeah, I like helping the ponyfolks and-" She yawned again. "-and stuff." For a moment, she seemed to nod off where she stood, before a quick nudge from Jorge

caused her to jerk awake. "Oh yeah, uh, thanks." Then, grabbing one handle of the trophy in her teeth, Applejack began dragging it off the stage and down the street, to the sound of screeching metal as the trophy's base ground against the cobblestones of the street. Jorge followed her, trotting up to her with a worried expression, but a sharp glare from Applejack caused him to shrink back, a resigned expression on his face.

Carter watched them leave, a determined expression on his face. If he needed any more proof that something was going wrong down at Sweet Apple Acres, then he had it now. He was going to make Jorge tell him exactly what the issue was, one way or another. Glancing over to where Twilight, as the mare was stepping off the stage to watch Applejack depart with a worried expression, he began walking over to inform her of his decision.

As he approached, he heard Twilight address her friends, asking, "Was it just me, or did Applejack seem a littleâ€¦?"

"Tired?" Suggested Rainbow Dash.

"Dizzy?" Proposed Fluttershy.

"Messy?" All eyes turned to Rarity, who sniffed, "Well, did you _see_ her mane?"

"High?" Everypony's gaze turned from Rarity to Emile, who observed the Elements' scandalized expressions and added, "What? C'mon, she looked like Jun that one time he OD'd on Combat Stims."

Jun embarrassedly clapped a hoof to his face. "Oh, you had to bring _that_ up again." He groaned.

Emile ignored him as he continued, "I mean, she was playin' with her damn reflection, who in their right mind does that?"

"Woo! Woo!" The group's gaze turned to Pinkie, watching as she continued to make faces in the trophy, oblivious to the conversation taking place.

Emile looked from Pinkie to the others' dubious expressions, and snapped, "I said in their _right_ mind!"

Carter chuckled at the scene before striding over to Twilight, who appeared to be deep in thought. Getting her attention, he said, "I'm going over to sweet Apple Acres; I intend to find out exactly what is going on that's left Applejack likeâ€¦ that. You're free to join me if you want."

Twilight didn't hesitate to accept the offer. "I think that is an excellent idea." She said with a nod. "Let's go, I want to find out what exactly is going on here." Carter nodded in return, and together the two trotted away, heading away from Town Hall, and towards Sweet Apple Acres.

When Carter and Twilight arrived at Sweet Apple Acres, they were met with a strange sight. Applejack was languidly moving from tree to tree, giving each a solid buck to send its apples into baskets below before moving on to the next. After bucking one tree, she began panting heavily, appearing to nod off for a moment before shaking

herself awake. She cocked her legs back and bucked again, missing her mark, a tree that she had previously bucked, entirely. "What on Earth is that pony doing?" Twilight asked, observing her friend's actions with concern.

Carter however, was more focused on Jorge. While Applejack was struggling to get her bearings after having bucked, not a tree, but a basket of apples she had just collected, Jorge remained off to the side, regarding her with a sad, solemn expression. From a glance, Carter could tell that Jorge wasn't much better. The Spartan sagged slightly where he stood, with the beginning of bags forming beneath his eyes. Upon seeing the Commander, however, he quickly snapped to attention, looking to Applejack and back to Carter before stepping forward. "Sir, I can explain-

"Explain what?" Carter snapped. Gesturing to Applejack, as Twilight trotted over to talk to the now snoring mare, he continued, "Jorge, Applejack looks exhausted. Why aren't you helping her? Is this what she's been doing while you've been manning the stall all week?"

Jorge huffed, before answering gruffly, "It's not like that. I want to help, I really do! She's just too stubborn to let me!"

Carter raised a skeptical brow. "What's that supposed to mean?"

Jorge looked away. "It's a long story, alright? I-

Carter cut him off by sitting back onto his haunches. "I've got time." He said simply. "Shoot."

Jorge gave Carter a withering look, before sitting down as well. Sighing, he began, "It all started just after we left the partyâ€|"

1 week ago

"Ah can't wait fer you ta meet the family, Jorge." Applejack said, as she and the Spartan trotted down the dirt road leading into Sweet Apple Acres. "Though, we oughta get one thing straight b'fore we get ta the farm."

Jorge regarded Applejack with interest. "What did you have in mind?" asked.

Applejack was jovial but firm in her response. "We here at Sweet Apple Acres are known for our hospitality, but iff'n' yer gonna be stayin' with us on a permanent basis, yer gonna be expected to earn yer keep, if ya know what Ah mean."

Jorge chuckled briefly at her words. "You want me to work on the farm for you?" He asked. When Applejack gave a hesitant nod, he grinned. "Good. I wouldn't have it any other way." As an afterthought, he added, "I've always wanted to live on a farm."

Applejack sighed happily at his response. "Whew, that's a load off. Ah knew you were a stallion who knew the value of a hard day's work. Ta be honest, you've come at jus' the right time."

Jorge looked to Applejack in curiosity. "Oh? What do you mean by that?" He asked.

Applejack nodded towards the many apple trees that surrounded them on all sides, as they made their way through the grove. "Y'see, Applebuck Season is comin' up, and we could use an extra hoof to help out around here."

Jorge's curious expression didn't change. "Applebuck Season?" He repeated confusedly.

Applejack answered with a smile and nod. "Yep, that's what we here at Sweet Apple Acres call harvest time. It's when we buck allo' the apples from the trees. It's mighty hard work, usually takes a couple weeks to finish." She beamed at Jorge as she continued, "But with you helping, Ah bet we'll finish in record time. Y'got the body of a workin' stallion; we'll make an applebucker outta you yet!"

Jorge returned Applejack's smile sincerely. "I'm happy to help. When can we get started?"

Applejack chuckled at his enthusiasm. "Applebuck Season don't start 'til tomorrow, but Ah figured that Ah could show ya the ropes ta applebuckin' today, before Big Mac and Ah will be too busy ta teach you."

Jorge nodded, although he cocked one eyebrow perplexedly. "Who is Big Mac?" He asked.

"Oh he's jus' mah brother, Big Macintosh." Applejack answered. "'Course, everypony jus' calls him Big Mac."

Jorge took a moment to eye Applejack, measuring himself up to her, before chuckling heartily. "I suppose I can just call him Macintosh, eh?"

Now laughing too, Applejack responded, "Yeah, Ah suppose so. Anyways, we can probably find him in the Western Orchards right about now. We're goin' over there anyways, so it'll be a good chance to introduce ya. But first, let me introduce ya ta Granny Smith." She finished, gesturing to the nearby farmhouse. Jorge followed her gesture, and was greeted to the sight of an elderly mare in a rocking chair upon the porch. Her coat was colored khaki, and sported many wrinkles. This, and her snow white mane, styled in a tight bun, displayed her age. From her seated position Jorge was barely able to make out the image of a pie (presumably apple) upon her flank.

As the two approached, the mare turned her amber-colored eyes upon him, her wrinkles tightening slightly as her eyes widened in surprise. "Well lookie here!" She exclaimed, grinning as she noticed Applejack by his side. "You must be that feller from Canterlot that Applejack was talkin' about! Ah gotta say, Ah didn' expect ya ta be such a big one! Oh, but where are mah manners, Ah'm Granny Smith, and welcome ta Sweet Apple Acres! Ah understand that yer gonna be stayin' fer a while!"

Jorge nodded in affirmation. "That's right." He said, walking up to the mare and smiling. "My name is Jorge. It is a pleasure to meet you, and let me take this moment to thank you for your hospitality." Jorge nodded gratefully at the mare, who grinned widely.

"Friendly _and_ well-mannered? Ah think that we're gonna get along just fine. A big, strong stallion like yerself will be right useful around here too!" She said, before gesturing to Applejack. "It's about time this one and Big Macintosh got some help with Applebuckin'." She then turned her attention to Applejack and added, "Have ya introduced him ta Big Mac yet?"

Applejack shook her head. "Not yet. We were just about to go find him. Is he still in th'Western Orchard?"

Granny Smith nodded in confirmation. "Yessir, he's still inspectin' those Golden Delicious. Ah swear, ever since that fruit bat infestation last year he's been worried about the darned things comin' back."

Applejack nodded. "Thanks, Granny Smith. Ah'm gonna take Jorge there and see if we can get him started on becomin' an Applebucker. We'll be back in time fer supper."

Granny Smith gave them a cheery farewell, and with that the two began marching into the Orchard, heading west.

Minutes later, they arrived in a small clearing. It was about the size of a baseball diamond, and free of any trees, save for one large tree in the middle. The tree in the center was taller and wider than any others in the orchard, but also bare of any leaves, leaving only a twisted husk behind. Jorge could quite easily tell that the tree was dead, and mentally noted how harshly it clashed with the vibrant surroundings of the rest of the orchard.

A loud _thwack_ drew his attention to the right, where at the edge of the clearing Jorge could see what could only be the form of Big Macintosh.

True to his name, the stallion was large, only a head shorter than Jorge, at most, and roughly the size of Carter, Emile, or Jun. His coat was a crimson red while his mane was an almost ginger orange, and on his flank Jorge could see that his Cutie Mark was that of an apple sliced in half. From his mouth dangled a small sprig of wheat, and around his neck was a large yoke one might put on a plow horse. The accessory somewhat reminded Jorge of his own chestplate, the only visible piece of his armor at the moment. The _thwack_ Jorge had heard was unmistakably the sound of him having bucked a nearby apple tree, rattling its frame and sending a shower of apples raining down into some baskets arranged beneath it. Having finished his observations, Jorge followed Applejack as she trotted towards her big brother.

"Howdy Big Macintosh!" Applejack greeted, smiling as she drew level with the stallion turned his gaze to see his sister's approach, before his eyes widened and his jaw dropped slightly as he took in the sight of Jorge. Jorge watched bemusedly as the wheat sprig fell from his mouth to float gently down to the ground, as the stallion appeared frozen at the sight before him.

Applejack, seeing her normally stoic brother's reaction and hoping to avoid any awkwardness, politely gestured a hoof toward Jorge and said, "Big Mac, this here's the pony Ah was tellin' you about. His name's Jorge. Jorge, this's Big Mac."

Grinning as the stallion glanced at Applejack then back to him, Jorge extended a hoof and said, "It's good to meet you, Macintosh. Your family's farm seems lovely. I'm sure we'll get along quite well."

Big Mac finally seemed to compose himself, clamping his jaw shut and accepting Jorge's hoof, before shaking it firmly. "Eeyup." He said, deceptively calm.

Struggling to hold back a giggle, Applejack said, "Glad to see you two will be getting' along. Big Mac, Ah'm gonna be showin' Jorge here how ta applebuck so he can help with our harvest tomorrow. We'll be startin' out with ol' Alderman over there." She gestured over to the large dead tree in the center of the clearing.

Big Mac looked to the tree before turning his gaze to Jorge, scrutinizing the Spartan carefully before nodding. "Eeyup. Good to meet ya, Jorge." He responded, before walking towards the next tree to continue his work.

Applejack motioned Jorge to follow her as she turned and trotted towards the center of the clearing. As Jorge drew level with the dead tree, he looked to Applejack and said, "Doesn't talk much, does he?"

Applejack gave a small laugh. "Big Mac? Yeah, he's more of the strong, silent type." She answered. "O'Course, ya must be used ta that after dealin' with Six."

Jorge chuckled as well, before saying, "Yeah, I suppose so." Looking to the tree, he continued, "So what are we doing here, exactly?"

"Well, if Ah'm gonna teach ya how ta applebuck, Ah'm gonna need ta see what you can do." Gesturing to the tree, she continued, "Alderman here's gonna help us."

Jorge raised a brow. "Butâ€¦ it's a dead tree." He said skeptically. "How will it teach me how to buck apples out of trees?"

Applejack grinned knowingly. "Well, Ah'm gonna need ta see what yer baseline is. Gotta get an idea on how much yer gonna need ta control yer strength, ya know?"

Jorge nodded in understanding. "I get it. So what do you need me to do?"

Applejack pointed to Alderman and said, "Jus' walk up ta Alderman and give him the strongest buck ya got."

Jorge frowned uncertainly. "Uh, as hard as I can?"

"As hard as ya can."

Jorge shook his head. "I don't think that's a very good idea."

Applejack scoffed. "Aw, relax Jorge, tha tree's dead! We've been meanin' ta take him outta this clearing and put in some new Golden

Delicious saplings."

Jorge looked ready to argue, but instead simply sighed, walking over to the tree and facing away from it. However, instead of bucking the tree, he gave Applejack one last imploring look, saying, "I'm just saying, this might not go so--"

"Oh fer tha love of.." Applejack cut him off, striding forward and raising a hoof. "GIDDY UP, JORGE!" She shouted, slapping him hard across the flank.

The reaction was instantaneous. Jorge reared up, releasing a loud whinny, before dropping back onto his forehooves and instinctively bucking the tree with all his strength. Naturally, the dead tree was no match for Jorge's unrestrained strength, and as his hooves made contact, the entire tree buckled inward. Then, with a massive _CRACK_, the top half of the tree separated from its base, flying away from the two and leaving a jagged stump behind. The two watched in horror as the tree sailed past the edge of the clearing, and towards Big Macintosh. The stallion looked up from his work at the sound of the tree breaking, only to find the tree hurtling towards him. A moment later, and he was buried beneath hundreds of pounds of wood.

"BIG MAC!" Applejack cried, sprinting towards her brother. Jorge, after processing what exactly had happened, quickly buried whatever embarrassment and shame he may have felt from his reaction and put on a mask of professionalism. Powering over to the tree's broken form, he glanced at Applejack, and saw that she had found Big Mac. Unfortunately, Macintosh had been pinned beneath the trunk of the tree and now lay there, groaning in pain.

Thinking quickly, Jorge barked, "Applejack!" The mare turned her fearful gaze towards him, and he continued, "I'm going to lift this off of him. I need you to get ready to pull him out, understand?" Applejack nodded fervently, and Jorge turned towards the tree.

Jorge dug his hooves into the dirt beneath the tree. Then, with a heave, he lifted the trunk off the ground. Applejack dragged her brother free of the tree's trunk, and the moment he was clear, Jorge allowed the tree to fall to the ground with a _thud_.

Stepping away from the tree, Jorge approached Applejack as she tended to her brother. "Big Mac, are you alright?" Applejack asked him, as tears formed in her eyes.

"Nope." Big Macintosh groaned weakly in response.

Kneeling next to the two, Jorge inspected Big Mac's wounds. Though covered in scratches and the beginning of bruises, Big Mac's midsection seemed thankfully intact. Jorge gingerly ran a hoof along his side, causing Macintosh to wince in pain. "I don't feel any broken ribs." Jorge reported. Looking to Big Mac's face, he asked, "Can you move your legs?"

Big Mac tenderly flexed his legs, wincing as pain lit up his brain. Thankfully though, he was able to flex them back and forth. "Eê€|Eeyup." He grunted.

Jorge nodded determinedly. Turning to Applejack, he said, "It looks

like he hasn't broken anything, but he might have sprained his back. We should get him inside." Applejack nodded, and wordlessly helped as Jorge lifted the stallion onto his back, before the two began running towards the farmhouse.

"So, we went inside, got Big Macintosh patched up, and that was that. Thankfully, I was right when I said it was a sprain; he should be back to normal in another week or so. As for Applejack, I think it'll take longer than that to get her to trust me again." Jorge finished, heaving a sigh as he concluded his story.

Carter frowned, mentally reviewing the story in the hopes of finding a solution to the problem. Finding none, he turned to Jorge and said, "I don't quite understand. From the sound of it, her brother getting hurt was an accident, and at worst it was as much her fault as yours. She seems smart, why would she blame it all on you?"

Jorge shook his head. "I don't think she is." He muttered sadly. "She may not show it, but she blames herself for it as much as she blames me. She just doesn't want to admit it to anyone, least of all herself."

Before Carter could respond, their attention was drawn to Applejack, as she marched away from Twilight grunting, "Well Ah'm gonna prove ta you that I can do it! Now if you'll excuse me, Ah've got apples ta buck."

Watching Applejack depart, Jorge sighed again and said, "She's punishing herself by doing all this work alone, Commander. It won't be easy, but I think I might be able to talk her down, let her open up a bit. I just need some time, enough to work past this without others forcing it."

Carter quirked a brow. "Are you telling me to leave this for you to solve? That you want this to be between you and her?"

Jorge nodded. "It's the only way to get her to trust me, Commander."

Carter thought hard for a moment, clearly uncertain, but finally relented. "Alright." He said resignedly. "But if this doesn't work, you need to let me help you. Sometimes a person needs more than one voice to be the voice of reason."

Jorge nodded firmly. "I understand, Commander. I'll fix this, I promise."

Carter stood to his hooves. "Don't make promises you know you can't keep, Jorge. I trust you, but just remember: if you need me, you know where to find me." With that, Carter walked away to join Twilight. Jorge watched him depart, before moving to follow Applejack.

Rainbow Dash stood perched atop a fencepost, tapping a hoof impatiently. "Ugh, where is she?" Rainbow groaned, her eyes scanning the square for signs of Applejack. From his place leaning against the fence beside her, Jun rolled his eyes.

"If she's smart, she's at home sleeping." He said, "You remember how she looked at the award ceremony, right?"

Rainbow waved a hoof. "Ah, she wasn't too bad. You should have seen me when I was studying for my flight school finals. I was-" She stopped suddenly as Applejack screeched to a halt before them, Jorge arriving soon after. "There you are." She said testily.

Applejack yawned and said, "Ah'm a mite sorry Rainbow. Ah was busy applebuckin' and Ah guess Ah, Ah closed my eyes for one minute and when I woke up, I was late."

Jun raised a brow. "I'm surprised Jorge didn't wake you up." He said, looking at the Spartan pointedly.

Jorge huffed. "I would have, if she hadn't sent me to the other side of the farm to get a tool she didn't need."

"Ah did need it!" Applejack insisted. "Ah justâ€¦ can't remember what Ah needed it for."

"Big surprise." Jun muttered to Jorge, sending the two into silent chuckles.

Applejack turned to glare at the two before turning her gaze to Rainbow. "Now, what's this new trick'a yours?"

Grinning, Rainbow said, "See this contraption?" She gestured with a hoof towards a large wooden see-saw, with a tall tower erected above the raised end.

"Uh, yeah." Applejack answered uncertainly.

"Well, I'm gonna stand on one end," Rainbow began explaining. "then, you're gonna jump down from that platform, launching me into the air faster than I could take off on my own. Once I'm in the air, I'm gonna do some amaaazing flips and spins that are sure to impress the Wonderbolts!"

Applejack frowned as she heard the plan, clearly unsure about the whole idea. "Isn't that a mite dangerous?"

Rainbow Dash smirked. "Not for a pony who can fly." She said, before clambering onto the other end of the see-saw. Applejack meanwhile, began drunkenly clambering up the scaffold.

Jorge watched the scene with a building sense of trepidation. Leaning over to Jun, he muttered, "Why aren't you helping her with this?" He asked.

Jun snorted derisively. "Because I think it's a really bad idea. She wants to injure herself with these dangerous stunts, that's her choice, but I'm not gonna help her." Jorge listened to the explanation with a raised brow. _That makes some sense, I suppose. We're their bodyguards, not their masters. Unless they're actually risking their lives, we don't have the right to order them what to do._

A loud grunt drew Jorge's attention to Applejack, as the Earth Pony landed heavily on her stomach, as she missed the raised end of the see-saw entirely. _Then againâ€¦|_

Trotting over, Rainbow began, "Uh, maybe I wasn't clear. You're

supposed to land _on_ the other end."

Peeling her face from the ground with an audible _pop_, Applejack muttered dizzily, "Got it!"

Over the course of the next few minutes, Applejack slammed into the ground multiple times. On her rear, on her back, on her headâ€¦

"You know, I'd find this hilarious, if it weren't so sad." Jun said. Jorge nodded in response.

"Maybe I should be doing this. Applejackâ€¦ isn't in the best state right now." Jorge suggested, earning a laugh from Jun in response.

"No offense Jorge, but if you were doing this, you'd break either the catapult, or Rainbow's legs." Jun quipped.

Jorge glared at Jun. "Are you calling me fat?"

Jun raised his hooves defensively. "No, no. Justâ€¦ heavy."

Jorge quirked a brow suspiciously, then shrugged. "I guess that's fair." With that, the two returned their gaze to the two mares, as it seemed Rainbow's patience had reached its end.

"Applejack, what the hay is going on?" Rainbow snapped peevishly. "I mean, I thought I was working with Ponyville's best athlete!"

Applejack met Rainbow's gaze with a cross-eyed one of her own. "You are!" She insisted, sighing. When she opened her eyes, they'd returned to normal. "I'm okay. Really. Ah, Ah have an idea." Applejack turned and, with a grunt, pushed her end of the see-saw down, lifting Rainbow into the air, but clearly offering little in the way of thrust. "Ta da!" She said, frowning when Rainbow only gave a hard glare in response. "Oh. Maybe not."

Giving Rainbow a reassuring smile, Applejack said, "Okay, one more try. Ah'm sure ta get it this time!" With that, she hopped off the see-saw, sending Rainbow crashing to the ground. The heavy and unexpected impact stunned the Pegasus, who groaned as stars and colors swirled in her vision.

Atop the scaffold, Applejack squinted as she fought to bring the world into focus. Finally settling her aim on her side of the see-saw, she said, "Here Ah go!" Applejack then took a few steps back, before launching herself from the scaffold.

"_Wait!_" Jorge, Jun, and Rainbow all shouted, hoping to keep the mare from jumping. In an effort to catch Applejack before she landed on the see-saw, Jun dove forward to catch the mare. Unfortunately, for all his speed, he wasn't quick enough. Applejack landed, dead center, on the platform, driving it into the ground and catapulting Rainbow into the air, and straight into Jun.

The two collided in midair, sending both of them rocketing off through the sky, in one voice screaming "_APPLEJACK!_" all the while.

Jorge stared dumbly at the two as they disappeared from sight. Applejack however, called, "You're welcome!" After them, smiling.

Twilight Sparkle lay on the balcony outside her bedroom, contentedly reading the book propped up by several others before her. To her left, leaning with his back against the railing, Carter stood, with his forehooves crossed before him. His expression was pensive, and his gaze was fixed upon the floor. Suddenly though, he perked up, his ears twitching slightly. Twilight looked up from her book, asking, "What's wrong Carter?"

Carter didn't respond, instead falling to four hooves and turning to stare out over the balcony. Immediately, his eyes widened, and he turned back to Twilight, leaping over to her shouting, "Incoming!" He then summoned a small shield around him and Twilight. A moment later, two blurs of color smashed into it, bouncing off the repellant shield and flying into Twilight's room.

Dispelling the shield, Carter stepped away from Twilight, allowing her to get to her hooves. "What was that?" She asked, stepping towards her bedroom.

Carter followed her, answering, "I think it wasâ€¦" He trailed off as the two entered Twilight's bedroom, taking in the sight before them. "Jun and Rainbow Dash." He finished dumbly.

Rainbow and Jun had torn through Twilight's room, but in a stroke of luck, had missed any solid surfaces and instead landed directly on Twilight's bed. Unluckily, their position upon landing was, in a word, awkward. Jun had landed on his back upon the bed, with Rainbow falling atop him, straddling his waist. What was worse, they had landed in such a way that their lips had been mashed together upon impact. As Twilight and Carter looked on in shock, both their eyes snapped open. Their mouths separated, and a small string of saliva connected their lips as they pulled away from each other.

Immediately both their faces lit up in mirrored blushes that were visible even through their fur. "Uhâ€¦ Did I miss something?" Jun whispered. In response, he received a swift buck to the gut, as Rainbow leapt back, using his abdomen as a springboard to launch herself across the room and as far away from Jun as possible. Seeing Twilight and Carter looking on in shock, Rainbow grinned weakly, reaching a hoof back to scratch the back of her neck. "Uh, hey guys!" She said, faux-jovially. "What's up?"

Hoping to skirt past the awkward moment, Twilight responded, "Um, well, just a moment ago, you two. What exactly prompted you two to come crashing into my bedroom?"

From the bed, Jun wheezed, "It wasn't exactly much of a choice."

Carter raised a brow at Jun. "What do you mean?"

Rainbow huffed. "He means I would be busy doing some of my most impressive tricks yet if it weren't for-"

"Wait." Twilight interrupted, raising a hoof. "Let me guess.

Applejack?"

"Applejack" Rainbow and Jun answered simultaneously.

Twilight and Carter both frowned in response, Carter's brow furrowing as Twilight hummed thoughtfully. Finally, Twilight turned to Carter and said, "I think we should pay Applejack another visit."

"I agree." Carter answered brusquely. The two proceeded past Rainbow and Jun, down the stairs and out the Library, heading towards Sweet Apple Acres.

The two Pegasi watched them depart, before Rainbow turned to Jun, a blush still adorning both their faces. "Soâ€¦ never mention this again?" Jun proposed.

"Right." Rainbow answered. Nodding, Jun watched as Rainbow zipped out of the room, flying out the balcony door and returning to the sky.

Touching a hoof to his lips, Jun sighed. _Not exactly how I saw my first kiss._ He thought. _But to be honestâ€¦ not bad._ Chuckling to himself, Jun stood from the bed and followed Rainbow, a small smile on his face.

Applejack delivered another harsh buck to the tree behind her, the familiar _thwack_ followed by a series of thumps signaling that she had thankfully hit her mark. Turning, she bent down to grab one of the apples in her mouth by the stem. Lifting it up, she felt a flash of pain as her head impacted a branch above her, sending her brain spinning and ears ringing. Jorge, who had been idly observing the display with a growing sense of frustration, stepped forward, frowning in concern, but stopped as his attention was drawn to Twilight and Carter as they approached the stunned mare.

While Applejack stumbled back from the hit, Twilight and Carter drew closer to her from behind. "Applejack, can we talk?" Twilight asked concernedly.

Unfortunately, the ringing in her ears prevented Applejack from making out her friend's words. "Can bees squawk?" She yelled back, scratching her head confusedly. "Ah don't think so."

Drawing closer, Twilight said, "No. Can we talk."

"Twenty stalks?" Applejack answered. "Beans of celery?"

"No! I need to talk to you!" Twilight said, raising her voice and pointing at Applejack.

"Ya need ta walk to the zoo? Well who's stoppin' you?" Applejack hollered.

"No, I-" Twilight's response was cut off as Carter held her back with a hoof.

"Let me handle this." Carter said. Then, slapping his earpiece with a hoof, he donned his armor. A soft _click_ was heard, before Carter said, in a booming, amplified voice, "***Applejack, we need to talk to you.**"

Twilight covered her ears from the noise, but Applejack, now understanding Carter perfectly, simply smiled. "Oh? Well why didn't you say so? What'chu wanna talk about?"

"**Twilight and I ran into Rainbow Dash and Jun today.**" Carter explained. "**Or more specifically, they ran into us.**"

"Oh? Well that's nice." Applejack answered, smiling innocently.

"**Not really,**" Carter answered sardonically. "**given that we met when the two of them crashed into the Library.**" "**You wouldn't happen to know anything about that, would you?**"

Applejack sagged visibly, turning away from the two. "Oh, yeah. Ah wasn't feeling quite myself this morning."

"Yes, because you're working too hard and you need help!" Twilight said, stepping forward.

"What? Kelp?" Applejack asked bewilderedly. "Ah don't need kelp. Ah don't even like seaweed."

"**HELP! YOU NEED HELP!**" Carter, Twilight, and even Jorge all shouted in exasperation.

Applejack, shaken by the volume, quickly recovered with a glare. "Nothin' doin' you three. Ah'm gonna prove ta all of you, and ta everypony, that Ah can do this on my own." She turned away, only to walk straight into the same branch again. Stumbling away, she added, "Now if you'll excuse me, Ah need ta go help Pinkie Pie."

Twilight watched Applejack depart with a sigh, as Carter retracted his armor. "Well, look on the bright side." Carter offered, drawing up to her. "What harm could she do in a bakery?"

"Now Pinkie Pie," Mrs. Cake said, looking to the pink mare with concern. "Are you sure you're up for baking the muffins and running the store this afternoon?"

"Yes-siree-bob, Mrs. Cake!" Pinkie answered excitedly. "Plus, I've got Ponyville's prized pony to help me out. Why, she's the best baker ever! Right Applejack?" She finished, turning to Applejack expectantly.

Applejack, fighting back the dizziness that caused her to sway on the spot, shook her head rapidly in an attempt to clear it. Seeing this display, Mr. Cake frowned uncertainly. "No? You're not the best baker ever?"

"What?! Oh, no!" Applejack began loudly, before continuing in a softer tone, "Ah mean, don't you fret, Ah can bake anything from fritters ta pies in the blink of an eye!"

"Oh, alright." Turning to Emile, who had been watching the conversation with Jorge, her expression fell as she offered weakly, "Are you sure you don't mind going out to get that shipment of four instead of staying here, Emile?"

Emile chuckled in response. "Hey, whatever keeps me out of the kitchen is fine by me. Trust me, unless you want your cakes to taste like MREs, I won't be much use as a chef."

The Cakes nodded, relieved, at the response. "Alright, see you later girls!" Mrs. Cake said, as she and her husband exited the store.

Applejack watched them leave, before returning to shaking herself roughly in a losing battle to stay awake. She was halted in her efforts when Pinkie Pie grabbed her by the cheeks, saying, "Stop with the shankin', it's time to get bakin'!"

Jorge watched Pinkie Pie drag Applejack over to the kitchen, he felt Emile tap him on the shoulder. "C'mon Big Man, I could use your help with this." Emile explained, holding up the order form the Cakes had left him.

Frowning, Jorge gestured to the kitchen and asked, "What about them? You know Applejack hasn't been herself lately, what if-"

"Ah, don't worry about it." Emile said, waving a hoof. "So she botches a couple recipes, what's the worst that could happen?"

Remembering Carter saying much the same thing, Jorge pondered for a moment, before he finally relented. "I suppose you're right. If she messes up, I suppose they can just throw them out."

Emile smiled. "Exactly, now come on, we've got work to do." With that, Emile turned and strode out of the shop. Jorge cast one last look out towards the kitchen door, before moving to follow.

As Jorge followed Emile through the busy streets of Ponyville, he noticed the crowd seemed to part for the two of them, as everypony shied away from their intimidating forms. Jorge frowned, slightly put-out at their anxiety with regards to them.

Emile seemed to have no such worries. "So Big Man," He began, looking over his shoulder at Jorge. "How's life down on the farm? If I remember right, you always wanted to be a farmer." Emile grinned at Jorge, sending an instinctive surge of annoyance into Jorge's conscious.

"It's beenâ€¦| exciting, to say the least." Jorge answered. The last thing he needed was Emile finding out about Big Macintosh getting injured. The kukri-wielding psycho would never let him live it down.

Thankfully, Emile seemed content with the answer, and offered no further questions. Jorge watched as Emile simply stared ahead, and sensed another of the Spartan's famous awkward silences coming on. This always happened when it was just the two of them. Occasionally, when the two were alone, Emile would clam up, refusing to acknowledge him until he started the conversation anew. It happened seemingly at random and, for whatever reason, the others never experienced this with the Spartan, leading Jorge to wonder if it was because of him that Emile would fall silent. _Maybe he doesn't trust anyone but Model-IIIs. _Jorge pondered. _He sure as Hell doesn't trust civilians; maybe me being a SPARTAN-II is reason enough to be wary of

me._ Hoping to fill the silent void in their conversation, Jorge asked, "How about you and Pinkie Pie? It's hard to imagine you dealing with her for more than a minute."

Emile shrugged noncommittally. "She's a complete pain in the ass." He answered truthfully. "Way too friendly. She's gonna get herself killed, the way she keeps trying to make nice with everyone she meets."

"You can't fault her for wanting to make friends." Jorge said. "Not everyone is a sociopath like you, Emile."

Emile grunted. "And not everyone's as naïve as the two of you." He responded. Jorge chuckled at the sarcasm in his tone. _Cheeky bastard._ Jorge thought with a grin.

Emile grinned as well, which softened as he added, "She's alright though, I guess. Kinda hard to get too angry at her, even if I'm sure she's gonna drive me insane soon enough. How about you and the cowgirl?"

Glad to have the conversation back on track, but less satisfied with where said track was leading, Jorge answered with a sigh, "I'm a bit worried about Applejack. She's been working too hard, exhausting herself."

Emile nodded in response. "I noticed. Why don't you help her? Might lighten the workload."

"She won't let me." Jorge said, before adding quickly, "She's refusing to let anyone help. She's too proud and stubborn, something you're familiar with, I'm sure."

Emile scoffed. "Oh, I'm familiar, Mr. "Tell 'em to make it count". He sneered, shooting a glance back at Jorge's stunned expression.

"Soâ€¦ Six told you?" Jorge asked quietly.

"Yeah." Emile grumbled. "Told us the whole story while we were in the shelter under New Alexandria." Emile was silent for a moment, before adding, "You know, for the record, you would have been just as much use as Six when the Covvies came."

Jorge frowned deeply. "Are you saying I should have made her do it? Let her sacrifice herself in my place?"

Emile didn't answer. Instead, he turned his head forward and muttered, "We're here." Jorge followed his gaze, and saw that they had reached a large windmill.

Walking inside, the two were met with the sight of a large grinding wheel, slowly turning with the blade of the windmill. Beside the grinding wheel pit, a stallion sat shoveling the flour into large sacks. He was an Earth Pony, with an off white coat. Of course, whether that was his natural coloring or a result of the flour that caked the room like a layer of dust, Jorge was uncertain. His Cutie Mark was a sprig of wheat, and his eyes were a golden brown. At the sound of the door closing, he looked back, making a short double-take at the two Spartans. "Ermâ€¦ can I help you?" He asked in a quavering

voice.

"Are you Whole Grain?" Emile asked. At the stallion's shaky nod, he continued, "I'm here for the Cakes' order." Emile walked forward and handed over the order form, along with a sack of bits the Cakes had given him. Whole Grain accepted them and inspected the form closely, before nodding.

"It's, um, right over there." Whole Grain muttered, pointing a hoof towards six sacks of flour piled in the corner. "Iâ€¦ I wasn't aware the Cakes were hiring." He added quietly.

Emile said nothing, only walking over to the sacks and grabbing the end of one in his teeth, before throwing it onto his back, before moving to the next one. Jorge looked to Whole Grain and gave the frightened stallion a quick thanks, before moving to assist Emile. Within moments, the two were laden down with three fifty-pound sacks of flour each, and departed the windmill, leaving a perturbed Whole Grain behind.

As Jorge and Emile headed back towards Sugarcube Corner, now carrying the heavy sacks of flour, but feeling far from encumbered by them. Looking to Emile, Jorge said, "You know, you could stand to be a bit nicer."

Emile huffed. "Why? We got what we needed. You can think what you want, but you don't need everybody to like you to get the job done."

Jorge sighed in frustration. "You're a piece of work, you know that?"

Emile muttered something, too quiet for even Jorge to hear. Jorge was about to question him about it, when a large cheer caught their attention. Curious, the two quickened their pace until they drew close to Sugarcube Corner, where a loud crowd had formed. Making their way through the crowd, which as expected parted to allow them to pass, they found at its front to be a small stand, manned by Pinkie Pie and Applejack.

Seeing Emile and Jorge approaching, Pinkie immediately brightened. "Hey Emilio! Hey Jorgie!"

"Jorgie?" Jorge muttered, looking to Emile, who simply rolled his eyes in response.

"How's business, kid?" Emile asked Pinkie, who beamed.

"It's going great! We just opened up shop! Wanna free sample?" She asked, holding out two muffins for them to take. Emile accepted it with a nod, but Jorge hesitated. "What's wrong?" Pinkie asked, her grin never faltering.

Eyeing Applejack, who was currently resting her head against the surface of the counter, Jorge asked, "Uh, Pinkie, have you actually tried these yet?"

Pinkie shook her head. "Nope! But I had Applejack helping me, so I know that they're gonna be great!"

"Relax, Big Man." Emile said reassuringly. "They look fine."

Jorge continued to eye the offered pastry warily, before finally pushing it away. "Sorry, Pinkie. I'm not hungry."

Pinkie shrugged. "Okie dokie, more for me!" With that, she and Emile lifted the muffins to their mouths, and each took a large bite.

"We came as soon as we heard." Twilight said, as she, Spike, Carter, and Nurse Redheart approached the large tent erected near Sugarcube Corner. Stepping inside, Carter was immediately bombarded with the various sights, sounds and smells of dozens of sick ponies, all laid out on cots and each of them literally green with sickness.

"Oh thank you, to both of you." Nurse Redheart said, nodding to Twilight and Carter respectively. "We need all the help we can get." Behind her, several ponies groaned, and the sound of vomiting could be heard from more than one of the cots.

"Oh no!" Twilight said. "What happened?" In response, a loud groan drew their attention to a cot in the far corner of the room, and its unfortunate occupant.

"Dear Godâ€¦" Carter breathed, stepping towards the cot. "Emile, is that you?"

The question was certainly a valid one, as the figure on the cot was almost indistinguishable from the Warrant Officer. Emile's steel-gray coat had paled considerably, leaving him the color of ash. His normally spiked mane lay limp and tangled, and his crimson irises were matched by the bloodshot whites surrounding them. All around his cot, half a dozen buckets full of liquids Carter didn't want to identify surrounded him. Emile slowly turned his shaky gaze towards Carter. "C-Commander?" He breathed. "Iâ€¦ I hurt, Commander." Emile's eyes then bulged, and he reached for the bucket by his bed before heaving into it loudly.

Carter turned to Redheart. "What the Hell happened to him?" He questioned disbelievingly.

Redheart looked from Carter to Emile with a sympathetic gaze. "His case was by far the worst. We believe his rapid metabolism resulted in him feeling moreâ€¦ adverse, effects than the others."

"Oh God, it's worse than when I ate those spoiled rations!" Emile moaned, before burying his muzzle in the bucket again.

Redheart winced, before continuing, "It was a mishap with some of the baked goods." She explained, as Spike lifted up one of the offending pastries and sniffed it curiously.

"No, not baked goods." All eyes turned to Pinkie, as the green-faced mare lay in a cot nearby. "Baked _bads!_" She finished, her cheeks bulging as she fought the urge to hurl.

Carter and Twilight turned to each other, identical frowns adorning their faces as they realized the culprit. "_Applejack._" They growled.

Their attention was then drawn to Spike, who held out one of the

newly dubbed baked bads towards the two. "Want one?" He said, his voice muffled through the one already in his mouth.

Jorge gazed upon the sight before him, fighting the urge to sigh. Applejack, suspended upside down by the cart she was currently hooked up to, and snoring lightly, was something that on any other occasion, would have brought a smile to his face. Now though, it only filled him with irritation. So, finally allowing his anger to take over, he turned and delivered one solid buck to the cart, righting it and sending Applejack face first into the dirt with a yelp.

Pushing herself to her hooves, Applejack fought to extricate from the harness of the cart while simultaneously shooting a smoldering glare at Jorge. "What in the hay was that for?" She growled furiously.

"We need to talk." Jorge said. It was a simple statement of fact, not a question, and Applejack felt whatever response she had die in her throat at the authority in his tone. "You've become a problem. You're working too hard, and pushing yourself into exhaustion. But hey, you're proud. You think you can do it all on your own, and more power to you for it, but that's not what my issue is."

Applejack's expression shifted from annoyed to curious. "What d'ya mean?"

Jorge frowned. "I mean what happened with your brother." Applejack's features tightened again, but Jorge held up a hoof to silence her as he continued, "We both know that what happened was an accident, and yet you've been treating me like I purposefully tried to hurt him. I've spoken to him, and while he didn't say much, he did accept my apology the second I offered it. If he can find in himself to forgive me, then why can't you?"

Applejack looked away from Jorge, scowling at the ground. "It's not like that. Ah don't hate ya, Jorge. Ah justâ€¦" She sighed, meeting his gaze for a moment before looking away again. "It's complicated."

Jorge didn't relent, stepping closer, forcing her to look up at him, lest she direct her words towards his hooves. "Uncomplicate it for me." He said.

Applejack finally met his gaze, and her pained expression caught him by surprise. "Ah justâ€¦ Me an' Big Mac, we're real proud'a what we got here, y'know? Me and him, we've worked so hard, to make this farm as good as we could. An' we did it all without them." Jorge wondered who exactly this 'them' was, but seeing the mistiness that had overtaken Applejack's eyes, he wisely remained silent as she continued, "But Ah can still remember. When Big Mac got hurt, you were jus' like him. When things went wrong, he didn't panic. He just started barkin' orders, tryin' to fix it. Jus' like you did. Ahâ€¦ Ah'd been worried that you were gonna be like him, like some sorta replacement. Ah ignored it, thinkin' that you would be different. But you were just like him, youâ€¦" She swallowed heavily, and Jorge reached a hoof out to rest upon her shoulder in a comforting gesture. She shifted her gaze towards him, and then wiped her eyes with a hoof roughly, turning away from him. "But that ain't fair." She said resolutely. "Ya don't mean any harm, Ah know that. Ah justâ€¦ need some time ta get used to ya, Ah guess." Turning back to Jorge, she smiled softly. "But yer a good sort, Jorge. Ah trust ya not ta do

anything to hurt me or mine. Ah'm sorry."

Jorge gave a relieved smile at this admission, before answering, "Apology accepted. I promise Applejack, I'll prove to you your trust isn't misplaced. It's my job to keep you and your family safe, and that's exactly what I'm going to do."

Applejack returned his grin. "Good. Glad ta know we've reached an agreement."

Jorge nodded. "So you'll let me help you?" He asked hopefully.

"Nope." Applejack answered with a grin.

Jorge's mouth dropped open, his jaw working wordlessly for a moment before he finally answered, "Wh-What? Butâ€¦ you just said-"

"Ah said Ah trust ya, Jorge." Applejack said, silencing him with a hoof. "But this ain't about trust. Ah said Ah could do this on my own and Ah intend ta do it. Ah don't need help from you, or anypony else." As Applejack explained her reasoning, a stunned Jorge could see her expression growing fierce. "Ah can do this all on my own, the next pony ta tell me Ah can't is gonna get an earful!"

"Applejack!" Twilight shouted, approaching the two with Carter. "We need to talk."

Applejack turned to face Twilight with a groan of frustration. "Ah know what yer gonna say, Twilight, and the answer is still no! Ah was just tellin' Jorge, and now Ah'll tell you _again_, Ah don't need help!" Applejack said, stalking away towards a nearby tree. "Ah'll prove that this apple can handle these apples!" She said, bucking the tree repeatedly. "Come on," _buck_ "apples!" _buck_ "Fall off!" _buck_

Twilight watched this display with obvious skepticism. "Applejack, I think you're beating a deadâ€¦ tree." She finished, looking up at the blackened and barren branches above Applejack's head.

Applejack flushed in embarrassment, before turning and walking away. "Ah knew that." She said with a huff.

Carter leaned over to Jorge, muttering, "Y'know, that does raise the question: Does the expression 'beating a dead horse' still exist here?" The larger stallion could only shrug in response.

Twilight meanwhile followed Applejack, explaining, "Actually Applejack, I had something else to talk to you about. Carter and I just came back from Ponyville Urgent Care and-"

Applejack interrupted her with a sigh. "Y'know, Ah'm a little busy ta get lectured right now, Twilight."

Twilight frowned. "But if you'll just let me help-"

Applejack groaned. "No, no, NO! How many times do Ah gotta say it? Ah don't need no help from nopony!" She shouted, stalking away. Jorge gave Twilight one last apologetic look, before moving to follow.

Twilight groaned in frustration. "That pony is stubborn as a mule!" A loud braying to her right drew her attention to the mule standing next to her. "No offense." She added kindly.

"None taken." The mule replied.

Carter observed the scene in confusion. "Wait, 'beating a dead horse' doesn't exist here, but that expression still does?"

Twilight turned to Carter, looking scandalized. "What? What are you talking about? What an awful thing to say!"

Carter raised a brow, preparing to argue, but simply sighed. "Never mind, it's not worth the headache. What are we going to do about Applejack?"

Twilight shrugged helplessly. "There's not much we can do, unless she allows us to help her."

Carter frowned. "But she's affecting more than just herself. Do we just let her ruin something else before we act?"

Twilight frowned, but nodded. "I suppose. But hey, how much more trouble could she possibly get in?"

Carter shook his head, muttering, "I'm afraid to find out."

Jorge followed Applejack, Fluttershy, and Six as the four of them walked towards where Fluttershy had gathered the rabbits for the census. Winona followed next to Applejack, panting excitedly.

"Oh Applejack, thank you so much for offering your herding skills for the annual rabbit round up." Fluttershy said gratefully, smiling at her friend.

Applejack only huffed in response, her exhaustion making itself clear in her sour demeanor. "Why are we doin' this?" She asked gruffly.

Fluttershy seemed to ignore Applejack's harsh tone, as she eagerly explained, "Well, lots of new baby bunnies have been born, so it's my job to get a count of all the new families."

Applejack's frown didn't lessen, despite the kindness in her friend's tone. "Fine." She grunted. "Can we just get on with it?"

Again, Fluttershy seemed oblivious to Applejack's attitude, as she smiled and answered, "Certainly. But remember, these are bunnies we're dealing with, not cows. They're a timid bunch, and need to be treated gently."

"Speaking of which." Six added, eyeing Winona dubiously. "I don't think a sheepherding dog is best suited for this. It would be better if we--"

"Ah do not need any direction on corrallin' critters." Applejack growled, rounding on the Lieutenant. "Right Winona?" She added, looking to her canine companion, who barked excitedly in response.

Fluttershy, apparently satisfied with the answer, nodded and gently called out to the meadow, "Okay, little bunnies! I need you all to gather here in the middle."

"That's right!" Applejack cut in, barking, "Let's go, bunnies; in the center. Hop to it!" The rabbits, naturally perturbed by Applejack's harsh tone, the bunnies scattered, bolting away from the frightening mare. Applejack grunted in frustration. "Swell, jus' _swell_" Chasing after the fleeing bunnies, she called, "Put 'em up, Winona!"

The dog barked again in response, and began moving around the herd of rabbits, while Jorge, Six, and Fluttershy looked on in horror. "Applejack! Winona! Stop!" Fluttershy cried. "You're scaring them!"

Applejack huffed as she continued to chase the terrified bunnies. "We know what we're doin'." She said. Turning her attention back to the chase, she shouted, "Get along, little bunnies!"

Within moments the bunnies had been herded into a small circle, while a scowling Applejack and a growling Winona approached them slowly.

Jorge stepped forward, frowning. "Applejack, Fluttershy is right. If you keep this up, they'llâ€¦"

Applejack, who had been stalking closer to the rabbits, looked back to glare at Jorge, only to be bowled over as the desperate rabbits seized the moment of distraction to rush past her, bolting away from the meadow and heading towards Ponyville.

"â€¦panic. Dammit, c'mon!" Jorge said, gesturing for Six to follow him as he bolted after the swarm of rabbits. Six took a moment to shoot Applejack a weary look beneath her helmet, before moving to follow Jorge.

Fluttershy, looking from the retreating forms of Jorge and Six to Applejack and Winona, before flying after the Spartans as well, hoping to calm the frantic bunnies.

Applejack watched the others depart with a frown, sagging in disappointment at her failure. Sighing, she looked down as Winona approached, whining softly at her master's dismay. Applejack said nothing, simply turning and heading back towards Sweet Apple Acres.

Twilight and Carter walked towards Ponyville Square, deep in conversation. "I just don't understand how you can be so tolerant about this." Carter said, exasperated. "So far, Applejack has nearly paralyzed Rainbow and Jun, and poisoned half the town. Where I come from, that would have a person on trial for negligent assault. Or mayhem, if you count the baked bads incident."

Twilight shrugged uncertainly. "Well, I guess Ponyville is more forgiving. Besides, no one wasâ€¦ permanently hurt, after all. Even Emile recovered well enough."

"After getting his stomach pumped." Carter deadpanned.

"Eh heh-heh." Twilight chuckled innocently. "Well, look at it this way. Soon enough, she'll be too tired to resist when we insist on helping her."

Carter raised a brow. "So, your plan is to wait until her exhaustion outweighs her pride? That's it?"

Twilight huffed in frustration. "Well, she obviously isn't going to listen to us, and I don't want to hurt our friendship by forcing her into anything. We just have to wait until she's ready to accept our help."

Carter rolled his eyes. "Do you think the town will be able to survive that?"

Twilight waved a hoof. "Oh, come on. She wasn't that, uh—" She trailed off as she beheld the three mares lying despondently upon the road before them.

"The horror, the _horror_!" One said.

"It was awful!" Said another.

"A disaster." Finished the third. "A horrible, _horrible_ disaster!"

Twilight looked up from the trio to take in the empty, yet intact street before her, before turning to Carter and muttering, "I don't get it."

In a second, the three mares were on their hooves, the first zipping over to several rows of dirt, with only the torn remains of flowers remaining. "Our gardens, destroyed!" She exclaimed.

"Every last flower, devoured!" Said a second, inspecting the shredded husks left in her various flower pots.

The third, still curled up on the ground, tearfully continued, "By—" Them!"

Carter and Twilight followed the hysterical mare's gesture, their mouths dropping open in shock at the spectacle before them.

All throughout the streets dozens of rabbits hopped about, attacking nearby plant life and reducing it to naked stumps within moments. Among them, the forms of Six and Jorge could be seen running around, fruitlessly attempting to capture the rampaging rodents. Fluttershy as well trotted about, hoping to placate the animals, and failing miserably.

Carter and Twilight surveyed the scene, before allowing their identical frowns to meet. "_Applejack._" They growled in unison, before turning and heading towards Sweet Apple Acres. Friendship or no, it was time for them to confront the overworked mare, pride be damned.

Applejack stood atop a small hill, bucking the solitary tree on its peak. Her form sagged heavily, and her eyes remained firmly shut, for any attempt to open them had failed within a few seconds of

beginning. So instead, she simply kept her eyes closed, launching feeble kicks into the tree behind her, all the while muttering weakly, "Just a few more Must, finish harvestin'!"

Her efforts were stalled however, as three figures marched towards her. Leading the charge were Carter and Twilight, their faces set in identical stern expressions, while behind them trailed Big Mac. The stallion's wounds were on their way to healing nicely, and Big Mac followed the two at a comfortable pace, his own face locked in its usual stoic appearance.

Twilight stepped up to Applejack, and began her lecture. "Alright, Applejack. Your Applebucking hasn't just caused you problems, it's over-propelled Pegasi, practically poisoned plenty of ponies, and terrorized bushels of brand new bouncing baby bunnies. I-" She was cut off as Carter held a hoof over her mouth, fixing her with a weary gaze.

"Please, just stop alliterating." He said, exasperated, before turning to Applejack with a firm gaze. "Applejack, when I became the protector of Ponyville I took on a duty to protect it from anything that threatens the town as a whole. So long as you are exhausting yourself like this, you officially fit that description. So let me be clear that I'm not just referring to the Applebucking when I say: YOU NEED HELP!" He ended with a shout, his voice rising as the last three words were transformed into an authoritative command.

Applejack however, responded with one last buck to the tree behind her, draining it of its apples and causing them to collapse into the baskets buckled to her sides. Applejack watched the apples fall, before turning to Carter and Twilight with a smug grin. "HA!" She laughed. "No Ah don't. Look, Ah did it. Ah harvested the entire of Sweet Apple Acres without your help. How'd ya like them apples?"

"Um," Big Mac began, his tone remaining neutral as he gestured to the other half of the Orchard behind her. "How do you like them apples?"

Applejack stood, slack jawed, at the sight before her, before she began mumbling incoherently, before collapsing to the ground in a dead faint.

Rushing to her side, Twilight began nudging her awake. "Applejack?" She prompted. "Applejack!"

Slowly, Applejack's eyes drifted open. "Huh?" She asked blearily.

Twilight sighed in relief. "Oh, good. You're okay." Her expression softened as she continued, "Now Applejack, I completely respect the Apple Family ways. You're always there to help any pony in need. So maybe you can put a little of your stubborn pride aside and allow your friends to help you.

Applejack looked away during Twilight's speech, taking in the vast amounts of trees yet to be bucked. As Twilight finished her lecture, Applejack closed her eyes and resignedly responded, "Okay, Twilight."

"I am not taking 'no' for an answer-what?" Twilgith said, stopping as she finally registered her friend's response.

Applejack raised her front hooves into a beseeching gesture as she continued, "Yes, Twilight. Yes, please. I could really use your help." She turned her gaze to Carter as she added, "I could use help from everypony."

Carter and Twilight smiled to each other, before simultaneously sighing in relief.

Dear Princess Celestia,

My friend Applejack is the best friend a pony could ever have, and she's always there to help anypony. The only trouble is, when she needs help, she finds it hard to accept it, so while friendship is about giving ourselves to friends, it's also about accepting what our friends have to offer.

Your faithful student,

Twilight Sparkle

Applejack smiled to the assembled ponies as she pushed a cart laden with apple juice towards each of them. Kat floated each one over to their respective recipients, and popped the tops for good measure. Applejack nodded gratefully at her, not only for the bottles, but for all the service she had provided, along with Noble and the rest of her friends. She thought back to the immense loads of apples that she and Twilight had lifted from the trees at once and chuckled to herself. Magic may not produce the same apple as good old honest hard work, but it certainly had its uses in harvesting.

Her gaze trailed over to Jorge, and the Spartan met her gaze, lifting his apple juice and giving her a wink. When he had finally heard that Applejack was allowing the others to help her, the tension in his form seemed to visibly melt off of him all at once, and he took to the work with gusto, darting from tree to tree and clearing them with single, almost effortless bucks. Within minutes, he had cleared dozens of trees, and Applejack once again cursed herself for ever doubting him in the first place.

Smiling joyously, she looked to each of her friends and began, "Everypony, Ah can't thank you enough for this help. Ah was acting a bit stubborn."

"A bit?" Twilight and Carter chimed incredulously, before looking to each other and sharing a laugh.

Applejack chuckled as well. "Okay." she admitted. "A mite stubborn, and Ah'm awfully sorry."

Jun, from his seat next Rainbow, cocked his head curiously. "Mite actually sounds like less than a bit." He said, rubbing his chin thoughtfully.

Applejack rolled her eyes. "The point is, She began, "that while the town may've given me the Prized Pony Award, the real award is havin' all a y'all as mah friends."

The group gave their own encouraging smiles in return, each taking a sip of their drinks until Rainbow gave a satisfied _aah!_ "Phew!" She said. "That applebucking sure made me hungry."

Having waltzed over, Spike perked up at the mention of food. "And I've got the perfect treat!" He said, before withdrawing several half-eaten baked bads. The assembled ponies and Spartans all gave simultaneous groans of disgust.

"Eeewâ€¦!" Pinkie said, reeling back. "Spike, I threw those all away! Where'd you get them?" She asked confusedly.

"From the trash!" Spike elaborated, causing another chorus of '_EW!_'s to erupt from the table. Spike held one out to Jun and Jorge, offering, "You guys sure you don't want one?"

The Spartans shared a dubious look, before simultaneously responding, "I'm fine, thanks."

Spike shrugged. "Suit yourself. How about you Emile?" He said, holding one out to the Warrant Officer.

Emile, who had until this point remained perfectly still and silent as soon as the Baked Bads had been introduced, looked to the pastry with an obvious expression of horror. Then, with a howl of terror, the Spartan turned and bolted, sprinting away from the group and shouting obscenities all the while.

A pregnant pause filled the air as the group digested this development. "On second thought, I'll take one." Jun said, looking to Spike with a malicious grin.

"Yeah, me too." Jorge added, his eyes following Emile's retreating form, as the table erupted into laughter.

PROGRESS REPORT:

TO: PRINCESS CELESTIA

FROM: COMMANDER CARTER A-259

SUBJECT: FIRST REPORT

** DEAR PRINCESS CELESTIA,**

MY FIRST WEEK IN PONYVILLE HAS YIELDED ME WITH VALUABLE INTEL.

EVERY PONY IN THIS TOWN IS CRAZY.

NEVETHELESS, I AM HAPPY TO SERVE HERE, AND TWILIGHT AND I SEEM TO HAVE HIT IT OFF. THE OTHERS TOO, SEEM HAPPY WITH THEIR ASSIGNMENTS, AND EVEN JORGE, DESPITE INITIAL SETBACKS, HAS CREATED A COMFORTABLE RELATIONSHIP WITH APPLEJACK. I AWAIT YOUR CALL TO ACTION AND UNTIL THEN, WILL CONTINUE TO SEND YOU WEEKLY REPORTS ALONGSIDE YOUR STUDENT, AS PER YOUR ORDERS.

YOURS SINCERELY,

** COMMANDER CARTER**

Author's Note: Well, what can I say. It's finally done. The latest chapter, one that took me literally months to create. My reaction to it? Eh. Really, this chapter was an experiment, meant to show my attempts at merging the show's plot with that of Noble's involvement. I feel I might have stuck too close to the TV script, but like I said, this was an experiment. Please let me know what you think in the comments. Also, PLEASE tell me if I'm making Applejack's accent too thick. I feel like I am, but I've been told that it's fine. Still, I'd appreciate your thoughts. As for the next chapter, to those of you who are wondering where it is going next, let me tell you:

To war.

Peace!

End
file.